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EmployerIdentification Number)ZipRecruiter, Inc.604 Arizona AvenueSanta Monica, CA 90401 (Address of principal executive office, including zip code)(877) 252-1062 (Registrantâ€™s telephone number, including area code)Securities registered pursuant to Section 12(b) of the Act: Title of each classTrading Symbol(s)Name of each exchange on which registeredClass A common stock, $0.00001 par value per shareZIPNew York Stock ExchangeIndicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days.Â Â Â Â YesÂ Â â˜'Â Â Â Â No Â Â â˜Â Â Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Â§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).Â Â Â Â YesÂ Â â˜'Â Â Â NoÂ Â â˜Â Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in Rule 12b-2 of the Exchange Act.Large accelerated filerâ˜'Accelerated filerâ˜Non-accelerated filerÂ Â â˜Smaller reporting companyâ˜Emerging growth companyâ˜If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. â˜Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Â Â Â Â YesÂ Â Â Â˜Â Â Â Â Â NoÂ Â â˜'Â The registrant had 75,068,548 shares of Class A common stock outstanding and 22,633,316 shares of Class B common stock outstanding as of OctoberÂ 30, 2024.1PagePart I - Financial Information6Item 1. Unaudited Condensed Consolidated Financial Statements6Condensed Consolidated Balance Sheets as of September 30, 2024 and December 31, 20236Condensed Consolidated Statements of Operations for the Three and Nine Months Ended September 30, 2024 and 20237Condensed Consolidated Statements of Comprehensive Income for the Three and Nine Months Ended September 30, 2024 and 20238Condensed Consolidated Statements of Changes in Stockholdersâ€™ Equity (Deficit) for the Three and Nine Months Ended September 30, 2024 and 20239Condensed Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2024 and 202311Notes to the Condensed Consolidated Financial Statements12Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations27Item 3. Quantitative and Qualitative Disclosures About Market Risk42Item 4. Controls and Procedures43Part II - Other Information44Item 1. Legal Proceedings44Item 1A. Risk Factors44Item 2. Unregistered Sales of Equity Securities and Use of Proceeds74Item 3. Defaults Upon Senior Securities74Item 4. Mine Safety Disclosures74Item 5. Other Information74Item 6. Exhibits76Signatures782Table of ContentsNOTE REGARDING FORWARD-LOOKING STATEMENTSThis Quarterly Report on Form 10-Q contains forward-looking statements. All statements contained in this Quarterly Report on Form 10-Q other than statements of historical fact, including statements regarding our future operating results and financial position, our business strategy and plans, market growth, and our objectives for future operations, are forward-looking statements. The words â€œbelieve,â€ â€œmay,â€ â€œwill,â€ â€œestimate,â€ â€œpotential,â€ â€œcontinue,â€ â€œanticipate,â€ â€œintend,â€ â€œexpect,â€ â€œcould,â€ â€œwould,â€ â€œproject,â€ â€œplan,â€ â€œtarget,â€ and similar expressions are intended to identify forward-looking statements.Forward-looking statements contained in this Quarterly Report on Form 10-Q include, but are not limited to, statements about:â€¢our future financial performance, including our expectations regarding our revenue, cost of revenue, gross profit, operating expenses including changes in research and development, sales and marketing, and general and administrative expenses (including any components of the foregoing), and our ability to achieve and/or maintain future profitabilityÍ¾â€¢effects of a variety of global business and macroeconomic factors that affect our business, the employment market, and the economy in general, including inflationary pressures, a volatile interest rate environment, increasing borrowing costs, cybersecurity incidents, the U.S. presidential and other federal, state and local elections, and the impacts of the wars in Ukraine and the Middle East;â€¢our business plan and our ability to effectively manage our growthÍ¾â€¢our ability to compete with well-established competitors and new entrants;â€¢our ability to enhance our marketplace and introduce new and improved offerings;â€¢our ability to increase the number of employers and job seekers in our marketplaceÍ¾â€¢our ability to strengthen our technology that underpins our marketplace;â€¢our ability to attract and retain qualified employees and key personnel;â€¢our ability to execute our strategy;â€¢our beliefs and objectives for future operationsÍ¾â€¢the effects of seasonal trends on our results of operationsÍ¾â€¢our ability to expand to new markets;â€¢our ability to maintain, protect, and enhance our brand and intellectual propertyÍ¾â€¢our ability to stay in compliance with laws and regulations that currently apply or become applicable to our businessÍ¾â€¢economic and industry trends, projected growth, or trend analysis; andâ€¢increased expenses associated with being a public company.We caution you that the foregoing list may not contain all of the forward-looking statements made in this Quarterly Report on Form 10-Q.We have based these forward-looking statements largely on our current expectations and projections about future events and trends that we believe may affect our financial condition, results of operations, business strategy, short and long-term business operations and objectives, and financial needs. These forward-looking statements are subject to a number of risks, uncertainties, and assumptions, including 3Table of Contentsthose described in the section titled â€œRisk Factors.â€ Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties, and assumptions, the future events and trends discussed in this Quarterly Report on Form 10-Q may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements.You should not rely upon forward-looking statements as predictions of future events. The events and circumstances reflected in the forward-looking statements may not be achieved or occur. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, performance, or achievements. We undertake no obligation to update any of these forward-looking statements for any reason after the date of this Quarterly Report on Form 10-Q or to conform these statements to actual results or revised expectations, except as required by law.You should read this Quarterly Report on Form 10-Q with the understanding that our actual future results, performance, and events and circumstances may be materially different from what we expect.As used herein, â€œZipRecruiter,â€ â€œthe Company,â€ â€œwe,â€ â€œus,â€ â€œour,â€ and similar terms include ZipRecruiter, Inc. and its subsidiaries, unless the context indicates otherwise.SUMMARY OF RISK FACTORSOur business is subject to numerous risks and uncertainties, including those highlighted in the section titled â€œRisk Factorsâ€ later in this Quarterly Report on Form 10-Q. These risks include, but are not limited to, the following:â€¢Our business is significantly affected by fluctuations in general economic conditions. There is risk that any economic recovery may be delayed, short-lived and/or uneven, and may not result in increased demand for our services.â€¢We face intense competition and could lose market share to our competitors, which could adversely affect our business, operating results, and financial condition.â€¢Our marketplace functions on software that is highly technical and complex and if it fails to perform properly, our reputation could be adversely affected, our market share could decline and we could be subject to liability claims.â€¢Our future success depends in part on employers purchasing and renewing or upgrading subscriptions and performance-based services from us. Any decline in our user renewals or upgrades or performance-based services could harm our future operating results.â€¢If we fail to scale our business effectively, our business, operating results, and financial condition could be adversely affected.â€¢Significant segments of the market for job advertisement services may have hiring needs and service preferences that are subject to greater volatility than the overall economy.â€¢Our efforts and ability to sell to a broad mix of businesses could adversely affect our operating results in a given period.â€¢Our business depends largely on our ability to attract and retain talented employees, including senior management and key personnel. If we lose the services of Ian Siegel, our Chief Executive Officer, or other members of our senior management team, we may not be able to execute on our business strategy.4Table of Contentsâ€¢If internet search enginesâ€™ methodologies or other channels that we use to direct traffic to our website are modified to our disadvantage, or our search result page rankings decline for other reasons, our user growth could decline.â€¢Our quarterly results may fluctuate significantly and may not fully reflect the underlying performance of our business, which makes our future results difficult to predict.â€¢Our success depends on our ability to maintain the value and reputation of the ZipRecruiter brand.â€¢Our indebtedness could adversely affect our liquidity and financial condition.â€¢Market volatility may affect the value of an investment in our Class A common stock and could subject us to litigation.â€¢The dual class structure of our common stock concentrates voting control with those stockholders who held our capital stock prior to our listing, including our directors, executive officers, and 5% stockholders. This ownership will limit or preclude your ability to influence corporate matters, including the election of directors and the approval of any change of control transaction.5Table of ContentsPart I - FINANCIAL INFORMATIONItem 1. Financial StatementsZipRecruiter, Inc.Condensed Consolidated Balance Sheets(in thousands, except par values)(unaudited)September 30,December 31,20242023AssetsCurrent assetsCash and cash equivalents$225,614Â $283,043Â Marketable securities271,959Â 237,074Â Accounts receivable, net of allowances of $2,264 and $3,859 at SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively24,314Â 27,247Â Prepaid expenses and other assets17,986Â 9,853Â Deferred commissions, current portion4,524Â 5,071Â Total current assets544,397Â 562,288Â Property and equipment, net5,053Â 6,213Â Operating lease right-of-use assets7,021Â 8,744Â Internal-use software, net18,889Â 18,609Â Deferred commissions, net of current portion3,151Â 4,114Â Intangible assets, net5,836Â â€“Â Goodwill8,518Â 1,724Â Deferred tax assets, net58,628Â 57,050Â Other assets539Â 758Â Total assets$652,032Â $659,500Â Liabilities and Stockholders' EquityCurrent liabilitiesAccounts payable$8,993Â $11,839Â Accrued expenses42,532Â 41,741Â Accrued interest5,989Â 12,837Â Deferred revenue12,215Â 12,860Â Operating lease liabilities, current portion3,749Â 4,429Â Other current liabilities16Â 1,164Â Total current liabilities73,494Â 84,870Â Operating lease liabilities, net of current portion6,672Â 8,721Â Long-term borrowings, net543,376Â 542,577Â Other long-term liabilities14,899Â 14,967Â Total liabilities638,441Â 651,135Â Commitments and contingencies (NoteÂ 9)Stockholders' equityPreferred Stock, $0.00001 par value; 50,000 shares authorized as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023; no shares issued and outstanding as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023â€”Â â€”Â Class A common stock, $0.00001 par value; 700,000 shares authorized as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023; 75,065 and 76,173 shares issued and outstanding as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively1Â 1Â Class B common stock, $0.00001 par value; 700,000 shares authorized as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023; 22,829 shares issued and 22,634 shares outstanding as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023â€”Â â€”Â Class B treasury stock, 195 shares outstanding as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023(644)(644)Additional paid-in capital21,656Â 14,526Â Accumulated deficit(7,592)(5,531)Accumulated other comprehensive income170Â 13Â Total stockholders' equity13,591Â 8,365Â Total liabilities and stockholders' equity$652,032Â $659,500Â The accompanying notes are an integral part of these condensed consolidated financial statements.6Table of ContentsZipRecruiter, Inc.Condensed Consolidated Statements of Operations(in thousands, except per share amounts)(unaudited)Three Months EndedSeptember 30,Nine Months EndedSeptember 30,20242023202420232023Revenue$117,084Â $155,630Â $362,981Â $509,800Â Cost of revenue12,382Â 14,533Â 38,646Â 50,831Â Gross profit104,702Â 141,097Â 324,335Â 458,969Â Operating expensesSales and marketing54,928Â 55,648Â 161,085Â 216,171Â Research and development33,705Â 32,136Â 103,091Â 109,047Â General and administrative19,308Â 20,647Â 54,881Â 67,601Â Total operating expenses107,941Â 108,431Â 319,057Â 392,819Â Income (loss) from operations(3,239)32,666Â 5,278Â 66,150Â Other income (expense)Interest expense(7,475)(7,351)(22,192)(22,038)Other income (expense), net6,320Â 4,695Â 16,798Â 14,731Â Total other income (expense), net(1,155)(2,656)(5,394)(7,307)Income (loss) before income taxes(4,394)30,010Â (116)58,843Â Income tax expense (benefit)(1,824)5,934Â 1,945Â 15,376Â Net income (loss)(2,570)24,076Â (2,061)43,467Â Net income (loss) per share:Basic(0.03)0.24Â (0.02)0.43Â Diluted(0.03)0.23Â (0.02)0.41Â Weighted average shares used in computing net income (loss) per share:Basic98,485Â 99,800Â 98,871Â 101,409Â Diluted98,485Â 104,707Â 98,871Â 106,688Â The accompanying notes are an integral part of these condensed consolidated financial statements.7Table of ContentsZipRecruiter, Inc.Condensed Consolidated Statements of Comprehensive Income (Loss)(in thousands)(unaudited)Three Months EndedSeptember 30,Nine Months EndedSeptember 30,20242023202420232023Net income (loss)$(2,570)$24,076Â $(2,061)$43,467Â Other comprehensive income, net of tax:Change in unrealized gains on available-for-sale debt securities221Â 149Â 157Â 246Â Total other comprehensive income221Â 149Â 157Â 246Â Total comprehensive income (loss)$(2,349)$24,225Â $(1,904)$43,713Â The accompanying notes are an integral part of these condensed consolidated financial statements.8Table of ContentsZipRecruiter, Inc.Condensed Consolidated Statements of Changes in Stockholders' Equity (Deficit)(in thousands)(unaudited)Common StockClass B Treasury StockAdditionalPaid-inCapitalAccumulated DeficitAccumulated Other Comprehensive Income (Loss)TotalStockholders' Equity (Deficit)Class AClass BSharesAmountSharesAmountSharesAmountBalance as of December 31, 202376,173Â $1Â 22,829Â $â€”Â (195)$(644)$14,526Â $(5,531)$13Â $8,365Â Conversion of Class B stock to Class A stock232â€”Â (232)â€”Â 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vesting and settlement of RSUs861Â â€”Â 105Â â€”Â â€”Â â€”Â â€”Â â€”Â Stock-based compensationâ€”Â â€”Â â€”Â â€”Â 16,325Â â€”Â â€”Â 16,325Â Shares withheld related to net share settlement(294)â€”Â (53)â€”Â â€”Â â€”Â (3,286)â€”Â â€”Â (3,286)Repurchase and retirement of common stock(886)â€”Â (3)â€”Â â€”Â â€”Â (8,660)â€”Â â€”Â (8,660)Net incomeâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 7,014Â â€”Â 7,014Â Other comprehensive incomeâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 16Â 16Â Balance as of June 30, 202476,544$1Â 22,829$â€”Â (195)(644)30,147Â $(5,022)$(51)$24,431Â Conversion of Class B stock to Class A stock405Â â€”Â (405)â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Issuance of common stock upon exercise of options1Â â€”Â 377Â â€”Â â€”Â â€”Â 887Â â€”Â â€”Â 887Â Issuance of common stock upon the vesting and settlement of RSUs781Â â€”Â 49Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Stock-based compensationâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 15,397Â â€”Â â€”Â 15,397Â Shares withheld related to net share settlement(288)â€”Â (21)â€”Â â€”Â â€”Â 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and retirement of common stock(2,529)â€Â â€”Â â€”Â â€”Â â€”Â (22,626)â€”Â â€”Â (22,626)Share repurchase excise taxâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (167)â€”Â â€”Â (167)Net lossâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (2,570)â€”Â (2,570)Other comprehensive incomeâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 221Â 221Â Balance as of September 30, 202475,065Â $1Â 22,829Â $â€”Â (195)$(644)$21,656Â $(7,592)$170Â $13,591Â The accompanying notes are an integral part of these condensed consolidated financial statements.9Table of ContentsZipRecruiter, Inc.Condensed Consolidated Statements of Changes in Stockholders' Equity (Deficit)(in thousands)(unaudited)Common StockClass B Treasury StockAdditionalPaid-inCapitalAccumulated DeficitAccumulated Other Comprehensive Income (Loss)TotalStockholders' Equity (Deficit)Class AClass BSharesAmountSharesAmountSharesAmountBalance as of December 31, 202274,320Â $1Â 30,379Â $â€”Â (195)$(644)$35,926Â $(6,290)$(373)$28,620Â Conversion of Class B common stock to Class A common 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settlement of RSUs603Â â€”Â 169Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Stock-based compensationâ€”Â â€”Â â€”Â â€”Â 19,331Â â€”Â â€”Â 19,331Â Shares withheld related to net share settlement(209)â€”Â (76)â€”Â â€”Â (4,321)â€”Â â€”Â (4,321)Shares issued under employee stock purchase plan153Â â€”Â â€”Â â€”Â 2,175Â â€”Â â€”Â 2,175Â Repurchase and retirement of common stock(1,932)â€”Â â€”Â â€”Â â€”Â (18,150)(10,119)â€”Â (28,269)Share repurchase excise taxâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (186)â€”Â (186)Net incomeâ€”Â â€”Â â€”Â â€”Â â€”Â 24,076Â â€”Â 24,076Â Other comprehensive incomeâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 149Â 149Â Balance as of September 30, 202376,199Â $1Â 22,829Â $â€”Â (195)$(644)$â€”Â $(11,162)$(127)$(11,932)The accompanying notes are an integral part of these condensed consolidated financial statements.10Table of ContentsZipRecruiter, Inc.Condensed Consolidated Statements of Cash Flows(in thousands)(unaudited)Nine Months EndedSeptember 30,20242023Cash flows from operating activitiesNet income (loss)$(2,061)$43,467Â Adjustments to reconcile net income (loss) to net cash provided by operating activities:Stock-based compensation expense49,198Â 58,305Â Depreciation and amortization9,086Â 8,459Â Provision (recovery) for bad debts(26)2,495Â Deferred income taxes(1,578)(16,834)Non-cash lease expense2,954Â 3,190Â Amortization and accretion of marketable securities(7,991)(8,573)Other3,080Â 1,197Â Change in operating assets and liabilities:Accounts receivable3,037Â 8,936Â Prepaid expenses and other assets(8,068)1,083Â Deferred commissions, net1,509Â 209Â Other assets669Â 426Â Accounts payable(2,897)(12,591)Accrued expenses and other liabilities(2,096)(5,996)Accrued interest(6,848)(6,873)Deferred revenue (747)(3,355)Operating lease liabilities(3,978)(4,792)Net cash provided by operating activities33,243Â 68,753Â Cash flows from investing activitiesPurchases of property and equipment(473)(809)Acquisition of business, net of cash acquired(12,040)â€”Â Capitalized internal-use software costs(7,191)(7,531)Purchases of marketable securities(480,085)(323,791)Paydowns, maturities, and redemptions of marketable securities452,711Â 421,522Â Net cash provided by (used in) investing activities(47,078)89,391Â Cash flows from financing activitiesRepurchase of common stock(37,635)(139,153)Proceeds from exercise of stock options1,522Â 3,989Â Payments of tax withholdings on net settlement of equity awards(11,106)(13,417)Proceeds from issuance of stock under employee stock purchase plan3,625Â 6,396Â Net cash used in financing activities(43,594)(142,185)Net increase (decrease) in cash and cash equivalents(57,429)15,959Â Cash and cash equivalentsBeginning of period283,043Â 227,380Â End of period$225,614Â $243,339Â The accompanying notes are an integral part of these condensed consolidated financial statements.11Table of ContentsZipRecruiter, Inc.Notes to Condensed Consolidated Financial Statements(unaudited) 1.Â Â Â Â Organization and Description of BusinessZipRecruiter, Inc. was incorporated in the state of Delaware on June 29, 2010. Hereinafter, ZipRecruiter, Inc. and its wholly owned subsidiaries ZipRecruiter Israel Ltd., ZipRecruiter UK Ltd., ZipRecruiter Canada Ltd., and Poplar Technologies Ltd. are collectively referred to as â€œZipRecruiterâ€ or the â€œCompany.â€ The Company is a two-sided marketplace that enables employers and job seekers to connect with one another online to fill job opportunities.On July 23, 2024, ZipRecruiter, Inc. acquired all of the outstanding share capital of Poplar Technologies Ltd (d/b/a Breakroom) (â€œBreakroomâ€). Breakroom is a UK-based employee review platform focused on frontline industries such as retail and hospitality. 2.Â Â Â Â Basis of Presentation, Principles of Consolidation, and Summary of Significant Accounting PoliciesThe unaudited condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (â€œU.S. GAAPâ€) for interim financial information. Accordingly, certain information and disclosures normally included in consolidated financial statements presented in accordance with U.S. GAAP have been condensed or omitted. The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation. The condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes included in the Companyâ€™s Annual Report on Form 10-K for the fiscal year ended DecemberÂ 31, 2023 (the â€œ2023 Form 10-Kâ€). The condensed consolidated balance sheet as of DecemberÂ 31, 2023 has been derived from the Companyâ€™s audited consolidated financial statements. Certain reclassifications have been made to the presentation of the prior year to conform to the presentation of the current year.In the opinion of the Companyâ€™s management, the unauditedÂ condensed consolidatedÂ financial statements include all adjustments (consisting of normal recurring adjustments) necessary for the fair statement of the condensed consolidated financial statements. There have been no changes in the Companyâ€™s accounting policies from those disclosed in the Companyâ€™s audited consolidated financial statements and the related notes included in the 2023 Form 10-K, except for the accounting policies related to business combinations, intangible assets and goodwill, which are discussed in NoteÂ 4 and later in this Note.The operating results for the three and nine months ended SeptemberÂ 30, 2024 are not necessarily indicative of the results expected for the full year ending DecemberÂ 31, 2024 or any future period. Use of EstimatesThe preparation of condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and footnotes thereto. Actual results could differ from those estimates. Business CombinationsThe results of businesses acquired in a business combination are included in the Companyâ€™s consolidated financial statements from the date of acquisition. Assets acquired and liabilities assumed in a business combination are recorded at their estimated fair values on the acquisition date. The excess of the purchase price over the fair values of net identifiable assets acquired and liabilities assumed is recorded as goodwill.12Table of ContentsZipRecruiter, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)Determining the fair values of assets acquired and liabilities assumed may require management to use significant judgment and estimates including the selection of valuation methodologies, estimates of future revenue and cash flows, estimates of costs, discount rates and selection of comparable companies. The Companyâ€™s estimates of fair value are based on assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates.Transaction costs associated with business combinations are expensed as incurred.Intangible AssetsIntangible assets are amortized over their estimated useful life using the straight-line method which approximates the pattern in which the economic benefits are consumed.GoodwillGoodwill represents the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. The excess of the purchase price over the fair values of net identifiable assets acquired and liabilities assumed is recorded as goodwill. During the three and nine months ended SeptemberÂ 30, 2024, the Company recognized $6.8 million in additional goodwill related to its acquisition of Breakroom. For more information on the Breakroom acquisition, please see NoteÂ 4. The Company tests for impairment at least annually, in the fourth quarter, or whenever events or changes in circumstances indicate that goodwill might be impaired. TheÂ Company currently has one reporting unit.InvestmentsThe Company classifies and accounts for its money market mutual funds which have readily determinable fair values as equity securities, and it carries such securities at fair value with unrealized gains and losses reported in other income (expense), net in its condensed consolidated statements of operations.The Company classifies and accounts for its debt securities as available-for-sale, and it carries such securities at fair value with unrealized gains and losses reported net of tax as a separate component of stockholders' equity in accumulated other comprehensive income. During both the three and nine months ended SeptemberÂ 30, 2024, in connection with its available-for-sale debt securities, the Company recorded pre-tax unrealized gains of $0.2 million in other comprehensive income (loss) with no associated tax benefit. During the three and nine months ended September 30, 2023, in connection with its available-for-sale debt securities, the Company recorded pre-tax unrealized gains of $0.1 million and $0.2 million, respectively, in other comprehensive income (loss), with no associated tax benefit.The Company determines any realized gains and losses on the sale of its available-for-sale debt securities using a specific identification method, and it records such gains and losses through other income (expense), net in its condensed consolidated statements of operations. During the three and nine months ended SeptemberÂ 30, 2024 and 2023, the Company did not have any sales of its available-for-sale debt securities and consequently, did not reclassify any amounts out of accumulated other 13Table of ContentsZipRecruiter, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)comprehensive income into other income (expense), net in the condensed consolidated statements of operations.Fair Value MeasurementsThe Company measures certain of its financial instruments at fair value on a recurring basis. Financial instruments measured at fair value on a recurring basis primarily include the Companyâ€™s cash equivalents and marketable securities.The Company also measured certain assets acquired and liabilities assumed as part of a business combination at fair value on a nonrecurring basis upon acquisition of all of the outstanding share capital of Breakroom on July 23, 2024. For more information on the Breakroom acquisition, please see NoteÂ 4.Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. Accounting standards describe a fair value hierarchy based on the following three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value:- Level 1 â€” Quoted prices in active markets for identical assets, liabilities, or funds. - Level 2 â€” Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.- Level 3 â€” Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.Segments and Geographic InformationThe Company operates as a single operating segment. The Companyâ€™s Chief Operating Decision Maker, the CEO, regularly reviews financial information presented on a consolidated basis for purposes of assessing financial performance and allocating resources. Revenue is attributed to geographic regions based on locations where services are provided to the Companyâ€™s customers. Foreign countries outside of the United States, in aggregate, accounted for less than 2% of the Companyâ€™s revenue for the three and nine months ended SeptemberÂ 30, 2024 and 2023. In addition, long-lived assets outside of the United States were not material as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023. Concentration of Credit RiskFinancial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash and cash equivalents, marketable securities, and accounts receivable. The Company maintains its cash accounts with large financial institutions and at times, the cash accounts may exceed Federal Deposit Insurance Corporation limits. The Company has not experienced any losses in such accounts. The Company monitors the relative credit standing of the financial institutions with which it transacts and limits its credit exposure to any singular entity. Accordingly, the Company believes minimal credit risk exists with respect to these cash balances. The Company invests only in highly rated debt and equity securities. The Company believes the financial institutions that hold its investments are financially sound, and accordingly, are subject to minimal credit risk.14Table of ContentsZipRecruiter, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)No customers accounted for 10% or more of the Companyâ€™s outstanding accounts receivable as of SeptemberÂ 30, 2024. One customer accounted for 10% of the Companyâ€™s outstanding accounts receivable as of DecemberÂ 31, 2023. The Company closely monitors the financial condition of the foregoing customer, which has been in good credit standing. The Company does not consider the concentration of its accounts receivable to be a material risk. For the three and nine months ended SeptemberÂ 30, 2024 and 2023, there were no customers that individually represented 10% or more of revenue.The Company uses third parties to collect its credit card receivables and believes risk related to its credit card processors is minimal.Share Repurchase ProgramAll shares repurchased under the Companyâ€™s share repurchase program are purchased for immediate retirement. Repurchased shares reduce the Companyâ€™s outstanding shares and its weighted average number of common shares outstanding for purposes of calculating basic and diluted earnings per share. All excess of repurchase price over par value for shares repurchased is allocated to retained earnings to the extent the Company has retained earnings. If the Company has an accumulated deficit, all excess of repurchase price over par value for shares repurchased is allocated first to additional paid-in capital, to the extent the Company has additional paid-in capital, until depleted, and then to accumulated deficit in the Companyâ€™s condensed consolidated statements of changes in stockholders' equity (deficit). The Company may repurchase shares of common stock through open market or privately negotiated transactions, block purchases, or pursuant to one or more Rule 10b5-1 plans. For more information on the Companyâ€™s share repurchase program, please see NoteÂ 10. Recent Accounting PronouncementsAccounting Pronouncements Not Yet AdoptedIn November 2023, the Financial Accounting Standards Board (â€œFASBâ€) issued Accounting Standards Update (â€œASUâ€) 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which expands disclosure requirements about a public entityâ€™s reportable segments and significant segment expenses. This update also expands the interim segment disclosure requirements. Public entities that have a single reportable segment will be required to provide on both an interim and annual basis all the disclosures required by Topic 280, including those added by the amendments in ASU 2023-07. The standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The amendments should be applied retrospectively to all prior periods presented in the financial statements. The adoption of this update would not be expected to have a material impact on the Companyâ€™s consolidated financial statements.In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which intends to enhance the transparency and decision usefulness of income tax disclosures, primarily through expanding disclosures in an entityâ€™s income tax rate reconciliation table and regarding cash taxes paid both in the U.S. and foreign jurisdictions. The update will be effective for annual periods beginning after December 15, 2024 on a prospective basis. Early adoption is permitted. The Company is currently evaluating the effects of the adoption of this update on its consolidated financial statements.3.Â Â Â Â Net Income (Loss) Per ShareThe following table presents the Companyâ€™s basic net income (loss) per share (in thousands, except per share amounts):15Table of ContentsZipRecruiter, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)Three Months EndedSeptember 30,Nine Months EndedSeptember 30,20242023202420232024Net income (loss) per share, basic:Net income (loss)$(2,570)$24,076Â $(2,061)$43,467Â Weighted average shares of Class A and Class B common stock outstanding98,485Â 99,800Â 98,871Â 101,409Â Net income (loss) per share, basic(0.03)0.24Â (0.02)0.43Â The following table presents the Companyâ€™s diluted net

income (loss) per share (in thousands, except per share amounts):Three Months EndedSeptember 30,Nine Months EndedSeptember 30,2024202320242023Net income (loss) per share, diluted:Numerator:Net income (loss)$(2,570)$24,076Â $(2,061)$43,467Â Denominator:Weighted average shares of Class A and Class B common stock outstanding, basic98,485Â 99,800Â 98,871Â 101,409Â Effect of dilutive securities:Options to purchase common stockâ€”Â 4,608Â â€”Â 4,943Â Unvested restricted stock unitsâ€”Â 273Â â€”Â 325Â Employee stock purchase planâ€”Â 26Â â€”Â 11Â Weighted average shares of Class A and Class B common stock outstanding, diluted98,485Â 104,707Â 98,871Â 106,688Â Net income (loss) per share, diluted(0.03)0.23Â (0.02)0.41Â The weighted average number of potentially dilutive common stock equivalents of 12.4 million and 12.8 million were excluded from the computation of diluted net loss per share during the three and nine months ended SeptemberÂ 30, 2024, respectively, because their inclusion would have been anti-dilutive. The weighted average number of potentially dilutive common stock equivalents of 5.9Â million and 6.2Â million were excluded from the computation of diluted net income per share during the three and nine months ended SeptemberÂ 30, 2023, respectively, because their inclusion would have been anti-dilutive.In April 2021, the Company granted a restricted stock unit (â€œRSUâ€) award (the â€œCEO Performance Awardâ€), which included service, market, and performance-based vesting conditions. The CEO Performance Award is excluded from the above table because none of the market conditions had been met as of SeptemberÂ 30, 2023. Additionally, in December 2023, the Company entered into a Cancellation Agreement with the CEO, which provided for the cancellation of the 1.4 million RSUs included in the CEO Performance Award. For more information on the Cancellation Agreement, please see NoteÂ 11.4.Â Â Â Â AcquisitionsOn July 23, 2024, the Company entered into a share purchase agreement with, and acquired 100% of the outstanding share capital in, Breakroom. Breakroom is a UK-based employee review platform focused on frontline industries such as retail and hospitality. The Company believes there is an opportunity with Breakroom to complement its employment sites in the United States. 16Table of ContentsZipRecruiter, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)The fair value of consideration transferred on the date of acquisition totaled $13.3Â million, consisting of $12.4Â million paid in cash and a liability of $0.9Â million assumed related to non-employee investor holdback consideration. Such non-employee holdback consideration is payable one year subsequent to the date of acquisition. This consideration is subject to customary holdback provisions and is not contingent upon the occurrence of specified future events.The financial results of Breakroom from the date of acquisition were included in the Companyâ€™s condensed consolidated financial statements for the three and nine months ended SeptemberÂ 30, 2024. Pro forma results of operations have not been presented as the results do not have a material effect on any of the periods presented in the Companyâ€™s condensed consolidated financial statements.The following table summarizes the estimated fair values of identified assets and liabilities as of the acquisition date (in thousands):Fair ValueCash and cash equivalents$372Â Intangible assets6,208Â Goodwill6,794Â Other assets153Â Total assets13,527Â Current liabilities(187)Net assets acquired$13,340Â The following table summarizes the estimated fair values of identifiable intangible assets acquired and their estimated useful life at the date of acquisition (in thousands, except useful life information):Fair ValueUseful Life (In Years)Developed technology$5,783Â 3Trade names and trademarks425Â 10Total intangible assets subject to amortization$6,208Â Amortization expense for such finite-lived intangible assets was $0.4Â million during both the three and nine months ended SeptemberÂ 30, 2024. Future amortization expense for the Companyâ€™s finite-lived intangible assets as of SeptemberÂ 30, 2024 is as follows for the years ended December 31, (in thousands):2024$497Â 20251,970Â 20261,970Â 20271,120Â 202843Â Thereafter236Â Total future amortization expense$5,836Â The estimated fair value of the developed technology acquired was determined using the replacement cost method. This approach requires the use of inputs within Level 3 in the fair value hierarchy related to the cost to replace the technology, including time and resources required, as well as an estimated profit margin and opportunity cost. The estimated fair value of the trade names and trademarks acquired was determined using the relief-from-royalty method. This approach requires the use of inputs within Level 3 in the fair value 17Table of ContentsZipRecruiter, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)hierarchy, including revenue projections, a royalty rate based on qualitative factors and market-derived royalty rates, and a discount rate based on the Companyâ€™s weighted average cost of capital adjusted for risks commonly inherent in trade names.Goodwill is primarily attributable to the workforce of the acquired business and benefits related to expanded market opportunities from integrating Breakroomâ€™s technology with the Companyâ€™s marketplace offerings. All of the goodwill was assigned to the Companyâ€™s single reporting unit and is not deductible for tax purposes.The Company estimated the fair values of assets acquired and liabilities assumed as of the date of the acquisition based on currently available information. The fair value of consideration transferred is subject to customary holdback provisions, related to non-employee investor holdback consideration, applicable during a measurement period of one year from the acquisition.Upon the close of the transaction, the Company agreed to pay up to $3.5 million to former Breakroom founders, in equal quarterly installments over a three-year period post-closing of the transaction, contingent upon those employeesâ€™ continued employment with the Company (the â€œEmployee Seller Holdback Considerationâ€). These costs are expensed over the continued employment period. For both the three and nine months ended SeptemberÂ 30, 2024, the Company incurred expenses of $0.3Â million related to the Employee Seller Holdback Consideration, of which $0.2Â million were recorded in research and development expenses and $0.1Â million were recorded in general and administrative expenses within the Companyâ€™s condensed consolidated statements of operations. Additional acquisition-related costs were not material for the three and nine months ended SeptemberÂ 30, 2024.5.Â Â Â Â Revenue InformationThe Company disaggregates revenue into two streams: subscription revenue and performance-based revenue. The following table presents the Companyâ€™s revenue streams (in thousands):Three Months EndedSeptember 30,Nine Months EndedSeptember 30,2024202320242023Subscription$91,071Â $122,431Â $284,059Â $402,599Â Performance-based26,013Â 33,199Â 78,922Â 107,201Â Total revenue$117,084Â $155,630Â $362,981Â $509,800Â The Company recognized $11.7 million and $16.9 million of revenue during the three months ended SeptemberÂ 30, 2024 and 2023, respectively, that was included in the deferred revenue balances as of JuneÂ 30, 2024 and 2023, respectively. The Company recognized $12.7 million and $19.4 million of revenue during the nine months ended SeptemberÂ 30, 2024 and 2023, respectively, that was included in the deferred revenue balances as of DecemberÂ 31, 2023 and 2022, respectively.As of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, the Company had no contract assets. Performance ObligationsAn immaterial amount of revenue was recognized during the nine months ended SeptemberÂ 30, 2024 from performance obligations satisfied in previous periods. No revenue was recognized during the three months ended September 30, 2024 and the three and nine months ended SeptemberÂ 30, 2023 from performance obligations satisfied in previous periods.As of SeptemberÂ 30, 2024, the Company did not have any material remaining performance obligations expected to be recognized in the future. Generally, any remaining performance obligations relate primarily to subscription services such as time-based job posting plans, upsell services, and 18Table of ContentsZipRecruiter, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)resume database plans that will be invoiced in future periods, and exclude (i) contracts with an original expected term of one year or less and (ii) contracts for which the Company only recognizes revenue at the amount to which it has the right to invoice for services performed. 6.Â Â Â Â Financial InstrumentsFair Value MeasurementsThe following table presents the Companyâ€™s financial assets measured at fair value on a recurring basis, as well as the amortized cost basis and gross unrealized gains and losses of those assets as of SeptemberÂ 30, 2024 (in thousands):Balance Sheet ClassificationAmortized Cost BasisGross Unrealized GainsGross Unrealized LossesFair ValueCash and Cash EquivalentsMarketable SecuritiesLevel 1:Cash$172,609Â $â€”Â $â€”Â $172,609Â $172,609Â $â€”Â Money market mutual funds29,069Â â€”Â â€”Â 29,069Â 29,069Â â€”Â U.S. treasury securities145,447Â 125Â â€”Â 145,572Â 3,496Â 142,076Â Subtotal347,125Â 125Â â€”Â 347,250Â 205,174Â 142,076Â Level 2:Commercial paper34,774Â â€”Â â€”Â 34,774Â 3,979Â 30,795Â Certificates of deposit9,709Â â€”Â â€”Â 9,709Â â€”Â 9,709Â Corporate notes and obligations96,476Â 36Â (8)96,504Â 16,461Â 80,043Â Asset-backed securities9,320Â 16Â â€”Â 9,336Â Subtotal150,279Â 52Â (8)150,323Â 20,440Â 129,883Â Total cash, cash equivalents, and marketable securities$497,404Â $177Â (8)497,573Â $225,614Â $271,959Â As of DecemberÂ 31, 2023, the Companyâ€™s financial assets consisted of the following (in thousands):19Table of ContentsZipRecruiter, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)Balance Sheet ClassificationAmortized Cost BasisGross Unrealized GainsGross Unrealized LossesFair ValueCash and Cash EquivalentsMarketable SecuritiesLevel 1:Cash$237,104Â $â€”Â $â€”Â $237,104Â $237,104Â $â€”Â Money market mutual funds23,762Â â€”Â â€”Â 23,762Â 23,762Â â€”Â U.S. treasury securities138,893Â 38Â (8)138,923Â â€”Â 138,923Â Subtotal399,759Â 38Â (8)399,789Â 260,866Â 138,923Â Level 2:Commercial paper25,899Â â€”Â â€”Â 25,899Â 6,495Â 19,404Â Certificates of deposit7,768Â â€”Â â€”Â 7,768Â 3,010Â 4,758Â Corporate notes and obligations71,545Â 12Â (21)71,536Â 12,672Â 58,864Â Asset-backed securities7,319Â 7Â (10)7,316Â â€”Â 7,316Â U.S. agency securities7,814Â â€”Â (5)7,809Â â€”Â 7,809Â Subtotal120,345Â 19Â (36)120,328Â 22,177Â 98,151Â Total cash, cash equivalents, and marketable securities$520,104Â $57Â (44)520,117Â $283,043Â $237,074Â The Companyâ€™s money market mutual funds and treasury securities are measured at fair value using quoted prices in active markets for identical assets and are classified within Level 1 in the fair value hierarchy. The fair values of the Companyâ€™s Level 2 commercial paper and certificates of deposit are determined using quoted prices in markets that are not active or using model-driven valuations employing significant inputs derived from observable market data. The fair values of the Companyâ€™s Level 2 corporate notes and obligations, asset-backed securities, and U.S. agency securities are determined using an evaluated price based on a compilation of reported market information, such as benchmark yield curves, credit spreads and estimated default rates. The carrying amounts of the Companyâ€™s remaining financial instruments not discussed in the above table, including accounts receivable and accounts payable, approximate fair value because of their short-term maturities, except for the Companyâ€™s $550.0Â million senior unsecured notes (the â€œNotesâ€) which are valued on a quarterly basis for disclosure purposes only based on quoted prices for the Notes in less active markets and categorized accordingly as Level 2 in the fair value hierarchy. The aggregate fair value of the Notes was estimated to be approximately $492.3 million as of SeptemberÂ 30, 2024 and approximately $478.5 million as of DecemberÂ 31, 2023.Equity SecuritiesThe Companyâ€™s investments in equity securities consist primarily of money market mutual funds. During the three and nine months ended SeptemberÂ 30, 2024 and 2023, the Company recorded no material unrealized gains or losses in connection with its money market mutual funds held as of SeptemberÂ 30, 2024.Available-for-sale Debt SecuritiesThe following table summarizes the fair value of the Companyâ€™s available-for-sale debt securities by contractual maturity as of SeptemberÂ 30, 2024 (in thousands):Due within 1 year$288,556Â Due after 1 year through 5 years7,339Â Total available-for-sale debt securities$295,895Â 20Table of ContentsZipRecruiter, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)Actual maturities may differ from contractual maturities because certain borrowers have the right to call or prepay certain obligations.The following table summarizes the available-for-sale debt securities which have been in a continuous unrealized loss position for less than 12 months and those that have been in a continuous unrealized loss position for more than 12 months as of SeptemberÂ 30, 2024 (in thousands):Less Than 12 Months12 Months or GreaterTotalFair ValueGross Unrealized LossesFair ValueGross Unrealized LossesFair ValueGross Unrealized LossesAsset-backed securities$152Â $â€”Â $â€”Â $â€”Â $152Â $â€”Â Corporate notes and obligations23,912Â (8)â€”Â â€”Â 23,912Â (8)U.S. treasury securities2,450Â â€”Â â€”Â â€”Â 2,450Â â€”Â Total available-for-sale debt securities$26,514Â (8)â€”Â $â€”Â $26,514Â $(8)The following table summarizes the available-for-sale debt securities which have been in a continuous unrealized loss position for less than 12 months and those that have been in a continuous unrealized loss position for more than 12 months as of DecemberÂ 31, 2023 (in thousands):Less Than 12 Months12 Months or GreaterTotalFair ValueGross Unrealized LossesFair ValueGross Unrealized LossesFair ValueGross Unrealized LossesAsset-backed securities$3,211Â (6)1,027Â (4)4,238Â $(10)Corporate notes and obligations40,527Â (21)â€”Â â€”Â 40,527Â (21)U.S. treasury securities7,397Â (8)â€”Â â€”Â 7,397Â (8)U.S. agency securities7,809Â (5)â€”Â â€”Â 7,809Â (5)Total available-for-sale debt securities$58,944Â (40)1,027Â (4)59,971Â $(44)The Company did not recognize any credit losses for its available-for-sale debt securities during the three and nine months ended SeptemberÂ 30, 2024 and 2023. The Company had no ending allowance balances for credit losses as of SeptemberÂ 30, 2024 or DecemberÂ 31, 2023.During the three and nine months ended SeptemberÂ 30, 2024 and 2023, the Company had no sales of its available-for-sale debt securities. 21Table of ContentsZipRecruiter, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)7.Â Â Â Â Accrued ExpensesAccrued expenses consist of the following (in thousands): September 30,December 31,20242023Accrued compensation and benefits$15,935Â $17,895Â Accrued marketing10,487Â 8,133Â Accrued commissions3,934Â 3,740Â Accrued partner expenses1,606Â 2,255Â Accrued refunds and customer liabilities2,128Â 2,179Â Other accrued expenses8,442Â 7,539Â Total accrued expenses$42,532Â $41,741Â 8.Â Â Â Â DebtCredit FacilityIn April 2021, the Company entered into a $250.0 million credit facility agreement with a syndicate of banks. In July 2024, the Company entered into a supplement to the credit facility agreement, which increased the aggregate revolving commitments available under the credit facility from $250.0 million to $290.0 million. The credit facility has a maturity date of April 30, 2026. The Company had no amounts outstanding under its credit facility and was in compliance with the financial covenants as of SeptemberÂ 30, 2024. The amount available under the credit facility as of SeptemberÂ 30, 2024 was $287.6 million, which is the credit limit less letters of credit outstanding of $2.4 million. Senior Unsecured NotesOn January 12, 2022, the Company issued an aggregate principal amount of $550.0 million senior unsecured Notes in a private placement. The Notes will mature on January 15, 2030 and bear interest at a rate of 5% per year. Interest on the Notes is payable semi-annually in arrears on January 15 and July 15 of each year. Unpaid interest amounts are included within accrued interest in the Companyâ€™s condensed consolidated balance sheets. At its sole discretion, the Company has the option to redeem the Notes at any time in whole or in part at specified redemption prices. The Company includes its Notes, net of debt issuance costs, within long-term borrowings in its condensed consolidated balance sheets. As of SeptemberÂ 30, 2024, the Company had a carrying amount of approximately $6.6 million of debt issuance costs related to the Notes. For both the three months ended SeptemberÂ 30, 2024 and 2023, the Company recognized $7.1 million in interest expense related to the Notes, and for both the nine months ended SeptemberÂ 30, 2024 and 2023, the Company recognized $21.4 million in interest expense related to the Notes, with an effective interest rate of 5.4% for all periods. Such interest expense includes $0.3 million related to the amortization of debt issuance costs for both the three months ended SeptemberÂ 30, 2024 and 2023, and $0.8 million related to the amortization of debt issuance costs for both the nine months ended SeptemberÂ 30, 2024 and 2023.22Table of ContentsZipRecruiter, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)9.Â Â Â Â Commitments and ContingenciesLegal MattersThe Company is subject to various legal proceedings and claims that arise in the ordinary course of business. If the Company determines that it is probable that a loss has been incurred and the amount is reasonably estimable, the Company will record a liability. However, if the Company determines that a contingent loss is reasonably possible and the loss or range of loss can be estimated, the Company will disclose the possible loss in the condensed consolidated financial statements. Legal costs relating to loss contingencies are expensed as incurred.IndemnificationIn the ordinary course of business, the Company may provide indemnification of varying scopes and terms to customers, investors, directors and officers with respect to certain matters, including, but not limited to, losses arising out of the Companyâ€™s breach of such agreements, services to be provided by the Company, or from certain claims made by third parties. These indemnification provisions may survive termination of the underlying agreement and the maximum potential amount of future payments the Company could be required to make under these indemnification provisions may not be subject to maximum loss clauses. The maximum potential amount of future payments the Company could be required to make under these indemnification provisions is indeterminable. The Company has never paid a material claim, nor has the Company been sued in connection with these indemnification arrangements. As of SeptemberÂ 30, 2024, theÂ Company has not accrued a liability for these indemnification arrangements because the likelihood of incurring a payment obligation, if any, in connection with these indemnification arrangements is neither probable nor reasonably estimable. 10.Â Â Â Â Share Repurchase ProgramThe Companyâ€™s board of directors has authorized the Company to repurchase up to $550.0Â million of outstanding shares of its common stock pursuant to a share repurchase program (the â€œProgramâ€). Under the Program, the Company may repurchase shares of common stock through open market or privately negotiated transactions, block purchases, or pursuant to one or more Rule 10b5-1 plans. The Program does not obligate the Company to repurchase shares of common stock. There is no minimum or maximum number of shares to be repurchased under the Program. During the nine months ended SeptemberÂ 30, 2024, the Company repurchased an aggregate 3.9Â million shares of its Class A common stock for an aggregate purchase price of $37.6Â million under the Program through open market purchases.Approximately $25.8 million remains available for future repurchases of Class A common

stock under the Program as of SeptemberÂ 30, 2024.All shares repurchased under the Program were immediately retired. Repurchased shares reduced the Companyâ€™s outstanding shares and its weighted average number of shares of common stock outstanding for purposes of calculating basic and diluted earnings per share. 23Table of ContentsZipRecruiter, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)11.Â Â Â Â Stock-Based CompensationTotal stock-based compensation expense is recorded in the condensed consolidated statements of operations as follows (in thousands):Three Months EndedSeptember 30,Nine Months EndedSeptember 30,20242023202420232024Cost of revenue$148Â $171Â $482Â $495Â Sales and marketing2,688Â 3,068Â 8,115Â 9,567Â Research and development7,814Â 8,921Â 25,721Â 26,686Â General and administrative4,438Â 6,935Â 14,935Â 21,557Â Total stock-based compensation$15,088Â $19,095Â $49,253Â $58,305Â Equity Incentive Plan and Employee Stock Purchase PlanUnder the Companyâ€™s 2021 Equity Incentive Plan, as of SeptemberÂ 30, 2024, 31.0 million shares of Class A common stock were authorized, of which 17.0 million shares of Class A common stock were available for future issuance. The number of shares reserved for issuance was increased in January 2024 pursuant to the evergreen provisions set forth in the 2021 Equity Incentive Plan. Under the Companyâ€™s 2021 Employee Stock Purchase Plan (the â€œESPPâ€), as of SeptemberÂ 30, 2024, 3.7 million shares of Class A common stock were authorized. The number of shares reserved for issuance was increased in January 2024 pursuant to the evergreen provisions set forth in the ESPP. The ESPP provides for concurrent six-month offering and purchase periods beginning February 15 and August 15 of each year. During the three months ended SeptemberÂ 30, 2024, 0.2 million shares of Class A common stock were purchased under the ESPP for an aggregate amount of $1.0 million. During the nine months ended SeptemberÂ 30, 2024, 0.4 million shares of Class A common stock were purchased under the ESPP for an aggregate amount of $3.6 million. As of SeptemberÂ 30, 2024, the Company recorded a liability of $0.6 million related to the accumulated payroll deductions, which are refundable to employees who withdraw from the ESPP. This amount is included within accrued expenses in the condensed consolidated balance sheets.Stock OptionsA summary of the Companyâ€™s stock option activity for the nine months ended SeptemberÂ 30, 2024 is as follows (in thousands, except weighted average information): Number of Options OutstandingWeighted Average Exercise Price Per ShareOutstanding at DecemberÂ 31, 20235,159Â $2.27Â Grantedâ€”Â â€”Â Exercised(715)2.20Â Forfeited/Canceled(8)2.19Â Outstanding at SeptemberÂ 30, 20244,436Â $2.28Â Exercisable at SeptemberÂ 30, 20244,423Â $2.28Â As of SeptemberÂ 30, 2024, total remaining stock-based compensation expense for unvested stock options is $0.3 million, which is expected to be recognized over a weighted average period of 0.3 years. 24Table of ContentsZipRecruiter, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)Restricted Stock UnitsOn April 19, 2021, the Company granted the CEO Performance Award, which provided for a grant of 1.4Â million RSUs consisting of five vesting tranches with a vesting schedule based upon achieving stock price targets as well as satisfying certain minimum service requirements. On December 21, 2023, the Company entered into the Cancellation Agreement with the CEO, which provided for the cancellation of the 1.4 million market-based RSUs included in the CEO Performance Award. As of the date of the Cancellation Agreement, none of the stock price targets set forth in the CEO Performance Award had been met and all of the RSUs were unvested. The cancellation resulted in an acceleration of $7.5 million in unrecognized stock-based compensation expense from future periods into the fourth quarter of 2023. Accordingly, the Company recorded no stock-based compensation expense related to the CEO Performance Award during the three and nine months ended SeptemberÂ 30, 2024. During the three and nine months ended SeptemberÂ 30, 2023, the Company recorded stock-based compensation expense of $1.5 million and $4.5 million, respectively, related to the CEO Performance Award. For all RSUs, excluding the CEO Performance Award, the Company recorded stock-based compensation expense of $15.1Â million and $49.8Â million during the three and nine months ended SeptemberÂ 30, 2024, respectively, and $16.7Â million and $51.3Â million during the three and nine months ended SeptemberÂ 30, 2023, respectively. A summary of the Companyâ€™s RSU activity for the nine months ended SeptemberÂ 30, 2024 is as follows (in thousands, except weighted average information):Number of SharesWeighted Average Grant Date Fair Value Per ShareUnvested at DecemberÂ 31, 20236,675Â $20.36Â Granted5,095Â 11.58Â Vested(2,784)18.92Â Forfeited/Canceled(1,440)17.52Â Unvested at SeptemberÂ 30, 20247,546Â $15.51Â As of SeptemberÂ 30, 2024, total unrecognized stock-based compensation expense for unvested RSUs was $113.4 million, which is expected to be recognized over a weighted average period of 1.4 years. The Company had no outstanding performance-based RSUs as of SeptemberÂ 30, 2024. 12.Â Â Â Â Income TaxesThe Company computes its provision for income taxes by applying the estimated annual effective tax rate to pretax income or loss and adjusts the provision for discrete tax items recorded in the period. The income tax expense (benefit), effective tax rates, and statutory federal income tax rates for the three and nine months ended SeptemberÂ 30, 2024 and 2023 were as follows (in thousands, except percentages):25Table of ContentsZipRecruiter, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)Three Months EndedSeptember 30,Nine Months EndedSeptember 30,20242023202420232024Income tax expense (benefit)$(1,824)$5,934Â $1,945Â $15,376Â Effective tax rate41.5Â %19.8Â %*26.1Â %Statutory federal income tax rate21Â %21Â %21Â %21Â %_____*The effective tax rate for the nine months ended SeptemberÂ 30, 2024 is not meaningful as a result of the low level of loss before income taxes recorded for the period.The effective tax rate for the three and nine months ended SeptemberÂ 30, 2024 differed from the U.S. federal statutory tax rate of 21% primarily due to tax detriments relating to the settlement of RSUs, limitations on the amount of deductible officer compensation, state taxes, and net tax benefits from research and development tax credits. The effective tax rate for the three and nine months ended SeptemberÂ 30, 2023 differed from the U.S. federal statutory tax rate of 21% primarily due to state taxes, tax detriments relating to the settlement of RSUs, and limitations on the amount of deductible officer compensation, partially offset by net tax benefits from research and development tax credits.During the three and nine months ended SeptemberÂ 30, 2024, the Company continued to record reserves for the current year uncertain tax positions recognized within the effective tax rate. The Company believes that any change to the unrecognized tax benefits in the next 12 months will not be material to the condensed consolidated financial statements. 13.Â Â Â Â Subsequent EventsLease AgreementIn October 2024, the Company entered into a lease agreement with SMBP LLC for 24,936 square feet of office space located at 3000 Ocean Park Blvd. Suite 3000, in Santa Monica, California with a commencement date no earlier than June 1, 2025. The Company intends to use the space for its new corporate headquarters, as the lease for its current corporate headquarters is expected to expire in May 2025. The lease has an initial term of 65 months with one five-year extension option, and is expected to commence in the second quarter of 2025. The aggregate estimated rent payments due over the initial term of the lease are approximately $8.0 million.Increase to Share Repurchase ProgramIn November 2024, the Companyâ€™s board of directors authorized an increase to the Program of $100.0Â million. Such amount is in addition to the Companyâ€™s previous aggregate authorization of $550.0Â million.26Table of ContentsItem 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of OperationsYou should read the following discussion and analysis of our financial condition and results of operations together with the consolidated financial statements and the related notes included in Item 1 â€œFinancial Statementsâ€ in this Quarterly Report on Form 10-Q. Some of the information contained in this discussion and analysis or set forth elsewhere in this Quarterly Report on Form 10-Q, including information with respect to our plans and strategy for our business, includes forward-looking statements that involve risks and uncertainties. You should read the sections titled â€œRisk Factorsâ€ and â€œNote Regarding Forward-Looking Statementsâ€ for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis. OVERVIEWOur Mission is to actively connect people to their next great opportunity. ZipRecruiter is a two-sided marketplace for work. We generate substantially all of our revenue from fees paid by employers to post jobs and access other features in our marketplace. We offer our employers flat rate pricing on terms typically ranging from a day to a year, or performance-based pricing, such as cost-per-click, to align with each employerâ€™s hiring needs. ZipRecruiter is free to use for job seekers. Job seekers come to ZipRecruiter in search of their next opportunity. After establishing a profile, job seekers are able to apply to jobs with a single click. Our artificial intelligence-powered career advisor, Phil, curates jobs and proactively sends alerts for new opportunities where they are a Great Match, which is a designation assigned by ZipRecruiterâ€™s technology to indicate a high potential fit between a job seeker and a job. As our matching technology learns more about job seekersâ€™ preferences and attributes, our technology offers increasingly higher quality matches. We plan to continue to invest aggressively in our marketplace to improve functionality and drive growth for the foreseeable future. We have made significant investments in our business to expand our employer and job seeker footprints, increase their engagement and enhance our datasets and machine learning. For the three months ended SeptemberÂ 30, 2024, our revenue was $117.1 million and we had a net loss of $2.6 million and Adjusted EBITDA of $15.0Â million. For the three months ended SeptemberÂ 30, 2023, our revenue was $155.6 million, and we generated net income of $24.1 million and Adjusted EBITDA of $54.4 million. For the nine months ended SeptemberÂ 30, 2024, our revenue was $363.0 million and we had a net loss of $2.1 million and Adjusted EBITDA of $63.6Â million. For the nine months ended SeptemberÂ 30, 2023, our revenue was $509.8 million, and we generated net income of $43.5 million and Adjusted EBITDA of $132.9 million. Adjusted EBITDA is a financial measure not presented in accordance with GAAP. For a definition of Adjusted EBITDA, an explanation of our managementâ€™s use of this measure and a reconciliation of net income (loss) to Adjusted EBITDA, see the section titled â€œKey Operating Metrics and Non-GAAP Financial Measures.â€ 27Table of ContentsKEY OPERATING METRICS AND NON-GAAP FINANCIAL MEASURESIn addition to the measures presented in our consolidated financial statements, we use the following key operating metrics and non-GAAP financial measures to identify trends affecting our business, formulate business plans, and make strategic decisions:March 31, 2023June 30,2023September 30,2023December 31,2023March 31,2024June 30,2024September 30,2024Quarterly Paid Employers105,948Â 101,634Â 89,668Â 70,712Â 71,572Â 70,458Â 65,222Â Revenue per Paid Employer$1,734Â $1,677Â $1,736Â $1,922Â $1,708Â $1,755Â $1,795Â Three Months EndedSeptember 30,Nine Months EndedSeptember 30,20242023202420232023(in thousands, except percentages)Adjusted EBITDA$14,988Â $54,380Â $63,617Â $132,914Â Adjusted EBITDA margin13Â %35Â %18Â %26Â %Quarterly Paid EmployersWe quantify the revenue-generating customer base as the number of Paid Employers in our marketplace. The Quarterly Paid Employer metric includes all actively recruiting employers (or entities acting on behalf of employers) on a paying subscription plan or performance marketing campaign for at least one day in a given quarter. Paid Employers excludes employers from our third-party sites or other indirect channels, employers who are not actively recruiting, and employers on free-trials. This group of employers excluded from our Paid Employer count does not contribute a significant amount of revenue. In the quarter ended SeptemberÂ 30, 2024, Quarterly Paid Employers decreased when compared to the quarter ended JuneÂ 30, 2024. Employers continued to moderate hiring plans given the uncertainty in the economy, in part driven by high interest rates. With those currently employed leaving their jobs at a low rate, the reduced churn among employees further drove down hiring levels.Revenue per Paid EmployerWe evaluate Revenue per Paid Employer as a key indicator of our efforts to increase value provided to employers in our marketplace. We define Revenue per Paid Employer as total company revenue in a given period divided by Quarterly Paid Employers in the same period.In the quarter ended SeptemberÂ 30, 2024, Revenue per Paid Employer increased slightly when compared to the quarter ended JuneÂ 30, 2024. While we saw Quarterly Paid Employers decrease during the quarter ended SeptemberÂ 30, 2024, reflecting the current softness in hiring demand amidst the challenging economic climate, we believe our products and services continued to improve and offered more value for employers of all sizes.28Table of ContentsAdjusted EBITDA and Adjusted EBITDA MarginWe define Adjusted EBITDA as our net income (loss) before interest expense, other income (expense), net, income tax expense (benefit) and depreciation and amortization, adjusted to eliminate stock-based compensation expense. Adjusted EBITDA margin is calculated by dividing Adjusted EBITDA for a period by revenue for the same period.We believe Adjusted EBITDA and Adjusted EBITDA margin are helpful to investors, analysts and other interested parties because they can assist in providing a more consistent and comparable overview of our operations across our historical financial periods. In addition, these measures are frequently used by analysts, investors and other interested parties to evaluate and assess performance. Adjusted EBITDA is not intended to be a substitute for any U.S. GAAP financial measure and, as calculated, may not be comparable to other similarly titled measures of performance of other companies in other industries or within the same industry.Our Adjusted EBITDA and Adjusted EBITDA margin fluctuate from quarter to quarter depending on a variety of factors including, but not limited to, our investments in research and development, sales and marketing, headcount and our ability to generate revenue. The following table presents a reconciliation of net income (loss) to Adjusted EBITDA for each of the periods indicated:Three Months EndedSeptember 30,Nine Months EndedSeptember 30,20242023202420232023(in thousands)Net income (loss)(1)$(2,570)$24,076Â $(2,061)$43,467Â Stock-based compensation15,088Â 19,095Â 49,253Â 58,305Â Depreciation and amortization3,139Â 2,619Â 9,086Â 8,459Â Interest expense7,475Â 7,351Â 22,192Â 22,038Â Other (income) expense, net(6,320)(4,695)(16,798)(14,731)Income tax expense (benefit)(1,824)5,934Â 1,945Â 15,376Â Adjusted EBITDA$14,988Â $54,380Â $63,617Â $132,914Â _____(1)Net income (loss) includes one-time charges resulting from our restructuring plan announced on May 31, 2023 to reduce our global workforce by approximately 20%. Restructuring activity for the three months ended SeptemberÂ 30, 2023 reflects $0.7 million in costs reversed when it was determined such costs would not need to be paid, partially offset by restructuring costs of $0.3 million related to employee severance and continuation of health benefits. Restructuring activity for the nine months ended SeptemberÂ 30, 2023 reflects $7.9 million of net costs primarily related to employee severance and continuation of health benefits. No restructuring costs were recorded during the three and nine months ended SeptemberÂ 30, 2024.29Table of ContentsThe following tables present net income (loss) margin and Adjusted EBITDA margin for each of the periods indicated:Three Months EndedSeptember 30,Nine Months EndedSeptember 30,20242023202420232023(in thousands, except percentages)Revenue$117,084Â $155,630Â $362,981Â $509,800Â Net income (loss)(2,570)24,076Â (2,061)43,467Â Net income (loss) margin(2)%15Â %(1)%9Â %Three Months EndedSeptember 30,Nine Months EndedSeptember 30,20242023202420232023(in thousands, except percentages)Revenue$117,084Â $155,630Â $362,981Â $509,800Â Adjusted EBITDA14,988Â 54,380Â 63,617Â 132,914Â Adjusted EBITDA margin13Â %35Â %18Â %26Â % Impact of Macroeconomic ConditionsWe had a lower number of Quarterly Paid Employers in our marketplace in the quarter ended SeptemberÂ 30, 2024 compared to the prior-year period. In the quarter ended SeptemberÂ 30, 2024, we delivered $117.1 million in revenue, which is a 25% decrease compared to the quarter ended SeptemberÂ 30, 2023. Despite Revenue per Paid Employer being higher in the quarter ended SeptemberÂ 30, 2024 compared to the quarter ended SeptemberÂ 30, 2023 as our products and services continued to improve and offered more value for employers, we saw employers significantly reduce spend on products and services in our marketplace during the quarter ended SeptemberÂ 30, 2024 compared to the quarter ended SeptemberÂ 30, 2023 amidst the continuing challenging macroeconomic conditions.Components of Our Results of OperationsRevenueWe generate revenue primarily from fees paid by employers to post and distribute jobs in our marketplace, as well as multiple sites managed by Job Distribution Partners, which are third-party sites who have a relationship with us and advertise from our marketplace, and includes job boards, newspaper classifieds, search engines, social networks, talent communities and resume services. Our subscription revenue consists of time-based job posting plans, upsells which complement or expand visibility and prominence to job posting plans, and resume database plans. We offer job posting plans with terms typically ranging from a day to a year on a flat rate subscription basis to access our marketplace, where customers may create and manage job postings and review incoming candidate applications. We recognize revenue ratably over the subscription period beginning on the date the subscription service is made available to the customer. Our nonrefundable subscriptions are typically subject to renewal at the end of the subscription term.Our upsell services complement or expand visibility to job posting plans and are typically sold on a subscription basis. Upsell services revenue is recognized ratably over the term of the agreement beginning on the date the upsell services are made available to the customer. Additionally, upsell services include job posting enhancements which are applied to individual job postings. Such services enhance 30Table of Contentsjob postings by providing customers with a temporary boost in the prominence of their job postings, expanding visibility to job postings by inviting strong fit potential candidates to apply to the job, or highlighting key attributes of job postings to make them stand out to job seekers. Revenue from job posting enhancements is recognized as the customer uses the enhancements on its job postings.Resume database plans allow our customers to search and view resumes and revenue is recognized ratably over the subscription period.Performance-based revenue is recognized when a candidate clicks on or applies to a job distributed by ZipRecruiter on behalf of a customer. For performance-based revenue, our customers pay an amount per click or per job application usually capped at a contractual maximum per job recruitment campaign. For a description of our revenue accounting policies, see NoteÂ 2Â â€“ Basis of Presentation, Principles of Consolidation, and Summary of Significant Accounting Policies to our audited consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ended DecemberÂ 31, 2023, or the 2023 Form 10-K.Cost of Revenue and Gross ProfitCost of Revenue Cost of revenue consists of third-party hosting fees, credit card processing fees, personnel-related costs (including salaries, bonuses, benefits, and stock-based compensation) for customer support employees, partner revenue share amounts, job

distribution costs from performance-based revenue, and amortization of capitalized software costs associated with our marketplace technology to provide services for our customers. In addition, we allocate a portion of overhead costs, such as rent, IT costs, supplies, and depreciation and amortization, to cost of revenue based on headcount.We expect cost of revenue to increase or decrease in absolute dollars in direct correlation to revenue in future periods due to payment processing fees, third-party hosting fees, personnel-related costs to support additional transaction volume, and amortization expense associated with our capitalized internal-use software and development cost. We expect our cost of revenue as a percentage of revenue to remain relatively flat from year to year but may vary from quarter to quarter as a percentage of our revenue due to the timing and extent of these expenses. Gross Profit and Gross MarginOur gross profit may fluctuate from period to period. Such fluctuations may be influenced by our revenue, timing and amount of investments to expand hosting capacity, our continued investments in our support teams, and the amortization expense associated with our capitalized internal-use software and development cost. We expect our gross margin to remain relatively flat from year to year but may vary from quarter to quarter as a percentage of our revenue due to the timing and extent of these expenses.Costs and Operating ExpensesSales and Marketing Sales and marketing expense consists of personnel-related costs (including salaries, sales commissions, bonuses, benefits, and stock-based compensation) for our sales and marketing employees, marketing activities, and related allocated overhead costs. Marketing activities include advertising, online lead generation, customer and industry events, and candidate acquisition. We allocate a portion of overhead costs, such as rent, IT costs, supplies, and depreciation and amortization, to sales and marketing expense based on headcount. Sales and marketing costs are expensed as incurred.We expect that sales and marketing expenses will increase or decrease on an absolute dollar basis as we adjust our highly variable sales and marketing spend budget throughout economic cycles to reallocate or conserve spend to where we see the greatest returns. Additionally, sales and marketing 31Table of Contentsexpenses may vary from period to period as a percentage of revenue for the foreseeable future as we constantly measure the expected returns of specific sales and marketing initiatives and adjust spend levels up or down accordingly. This discipline has been a key aspect of our strong financial performance through a wide range of macroeconomic conditions. We expect that these expenses will continue to be our largest operating expense category for the foreseeable future as we continue to expand on our sales and marketing efforts over time. Research and Development Research and development expense consists of personnel-related costs (including salaries, bonuses, benefits, and stock-based compensation) for our research and development employees, amortization of capitalized software costs associated with the development of internal databases, candidate insights, and reporting that supports our marketplace technology and the cost of certain third-party service providers. We allocate a portion of overhead costs, such as rent, IT costs, supplies, and depreciation and amortization, to research and development expenses based on headcount. Research and development costs, other than software development costs qualifying for capitalization, are expensed as incurred.We believe continued investments in research and development are important to attain our strategic objectives, and expect research and development expense to increase in absolute dollars. This expense may vary as a percentage of total revenue for the foreseeable future as we continue to invest in research and development activities related to ongoing improvements to, and maintenance of, our marketplace, expansion of our services, as well as other research and development programs, including the hiring of engineering, product development, and design employees to support these efforts. General and Administrative General and administrative expense consists of personnel-related costs (including salaries, bonuses, benefits, and stock-based compensation) for employees in our executive, finance, human resource and administrative departments, and fees for third-party professional services, including consulting, legal and accounting services. In addition, we allocate a portion of overhead costs, such as rent, IT costs, supplies, and depreciation and amortization, to general and administrative expense based on headcount.We expect to continue to invest in corporate infrastructure and incur additional expenses associated with operating as a public company, including expenses related to compliance and reporting obligations pursuant to the rules and regulations of the Securities and Exchange Commission, or SEC, and higher expenses for professional services.Interest Expense Interest expense consists of interest costs associated with our outstanding borrowings, undrawn fees associated with our credit facility, and amortization of issuance costs for our credit facility and senior unsecured notes.Other Income (Expense), Net Other income (expense), net consists primarily of interest income recognized on cash, cash equivalents and marketable securities, gains and losses from foreign currency exchange transactions, and realized gains and losses recognized on sales of available-for-sale debt securities. We have foreign currency exposure primarily related to personnel-related expenses that are denominated in currencies other than the U.S. Dollar, principally the Canadian Dollar, British Pound and the Israeli New Shekel.Income Tax Expense (Benefit)We are subject to federal and state income taxes in the United States, as well as several international jurisdictions. The effective tax rate for the three and nine months ended SeptemberÂ 30, 2024 differed from the U.S. federal statutory rate of 21% primarily due to tax detriments relating to the settlement of restricted stock units, or RSUs, limitations on the amount of deductible officer compensation, state taxes, 32Table of Contentsand net tax benefits from research and development tax credits. The effective tax rate for the three and nine months ended SeptemberÂ 30, 2023 differed from the U.S. federal statutory tax rate of 21% primarily due to state taxes, tax detriments relating to the settlement of RSUs, and limitations on the amount of deductible officer compensation, partially offset by net tax benefits from research and development tax credits. Results of OperationsThe following table sets forth our consolidated results of operations for each of the periods presented:Three Months EndedSeptember 30,Nine Months EndedSeptember 30,2024202320242023(in thousands)Revenue(1)$117,084Â $155,630Â $362,981Â $509,800Â Cost of revenue(2)12,382Â 14,533Â 38,646Â 50,831Â Gross profit104,702Â 141,097Â 324,335Â 458,969Â Operating expensesSales and marketing(2)(3)54,928Â 55,648Â 161,085Â 216,171Â Research and development(2)(3)33,705Â 32,136Â 103,091Â 109,047Â General and administrative(2)(3)19,308Â 20,647Â 54,881Â 67,601Â Total operating expenses107,941Â 108,431Â 319,057Â 392,819Â Income (loss) from operations(3,239)32,666Â 5,278Â 66,150Â Other income (expense)Interest expense(7,475)(7,351)(22,192)(22,038)Other income (expense), net6,320Â 4,695Â 16,798Â 14,731Â Total other income (expense), net(1,155)(2,656)(5,394)(7,307)Income (loss) before income taxes(4,394)30,010Â (116)58,843Â Income tax expense (benefit)(1,824)5,934Â 1,945Â 15,376Â Net income (loss)$(2,570)$24,076Â $(2,061)$43,467Â _____(1)Revenue was comprised as follows:Three Months EndedSeptember 30,Nine Months EndedSeptember 30,2024202320242023(in thousands)Subscription$91,071Â $122,431Â $284,059Â $402,599Â Performance-based26,013Â 33,199Â 78,922Â 107,201Â Total revenue $117,084Â $155,630Â $362,981Â $509,800Â 33Table of Contents(2)Includes stock-based compensation expense as follows:Three Months EndedSeptember 30,Nine Months EndedSeptember 30,2024202320242023(in thousands)Cost of revenue$148Â $171Â $482Â $495Â Sales and marketing2,688Â 3,068Â 8,115Â 9,567Â Research and development7,814Â 8,921Â 25,721Â 26,686Â General and administrative4,438Â 6,935Â 14,935Â 21,557Â Total stock-based compensation$15,088Â $19,095Â $49,253Â $58,305Â (3)Includes one-time charges resulting from our restructuring plan announced on May 31, 2023 to reduce our global workforce by approximately 20%. Restructuring activity for the three months ended SeptemberÂ 30, 2023 reflects $0.7 million in costs reversed when it was determined such costs would not need to be paid, partially offset by restructuring costs of $0.3 million related to employee severance and continuation of health benefits. Restructuring activity for the nine months ended SeptemberÂ 30, 2023 reflects $7.9 million of net costs primarily related to employee severance and continuation of health benefits, presented as $3.6 million in sales and marketing, $3.3 million in research and development, and $1.0 million in general and administrative expenses for the nine months ended SeptemberÂ 30, 2023.Comparison of the Three and Nine Months Ended SeptemberÂ 30, 2024 and 2023RevenueThree Months EndedSeptember 30,Nine Months EndedSeptember 30,20242023$ Change% Change20242023$ Change% Change(in thousands, except percentages)Total revenue$117,084Â $155,630Â $(38,546)(25)%$362,981Â $509,800Â $(146,819)(29)%Revenue decreased by $38.5 million, or 25%, for the three months ended SeptemberÂ 30, 2024 compared to the three months ended SeptemberÂ 30, 2023, reflecting the lower number of Quarterly Paid Employers in our marketplace primarily due to the labor market continuing to be impacted by high interest rates in the current period, which posed challenges to many businesses. Subscription revenue decreased by $31.3Â million, or 26%, and performance-based revenue decreased by $7.2Â million, or 22%, for the three months ended SeptemberÂ 30, 2024 compared to the three months ended SeptemberÂ 30, 2023. Despite Revenue per Paid Employer being higher in the current period as our products and services continued to improve and offered more value for employers, we saw employers significantly reduce spend on products and services in our marketplace during the three months ended SeptemberÂ 30, 2024 compared to the three months ended SeptemberÂ 30, 2023 amidst the continuing challenging macroeconomic conditions. Revenue decreased by $146.8 million, or 29%, for the nine months ended SeptemberÂ 30, 2024 compared to the nine months ended SeptemberÂ 30, 2023, reflecting the lower number of Quarterly Paid Employers in our marketplace primarily due to the labor market continuing to be impacted by high interest rates in the current period, which posed challenges to many businesses. Subscription revenue decreased by $118.5 million, or 29%, and performance-based revenue decreased by $28.3Â million, or 26%, for the nine months ended SeptemberÂ 30, 2024 compared to the nine months ended SeptemberÂ 30, 2023. Despite Revenue per Paid Employer being higher in the current period as our products and services continued to improve and offered more value for employers, we saw employers significantly reduce spend on products and services in our marketplace during the nine months ended SeptemberÂ 30, 2024 compared to the nine months ended SeptemberÂ 30, 2023 amidst the continuing challenging macroeconomic conditions. 34Table of ContentsCost of Revenue and Gross MarginThree Months EndedSeptember 30,Nine Months EndedSeptember 30,20242023$ Change% Change20242023$ Change% Change(in thousands, except percentages)Cost of revenue$12,382Â $14,533Â $(2,151)(15)%$38,646Â $50,831Â $(12,185)(24)%Gross margin89Â %91Â %89Â %90Â %Cost of revenue decreased by $2.2 million, or 15%, for the three months ended SeptemberÂ 30, 2024 compared to the three months ended SeptemberÂ 30, 2023, primarily due to a decrease of $0.9 million in credit card processing fees, a decrease of $0.6 million in partner revenue share, and a decrease of $0.5 million in job distribution costs from performance-based revenue. Gross margin was 89% and 91% in the three months ended SeptemberÂ 30, 2024 and SeptemberÂ 30, 2023, respectively, reflecting our continued commitment to operational efficiencies and maintaining costs proportionate to revenue.Cost of revenue decreased by $12.2 million, or 24%, for the nine months ended SeptemberÂ 30, 2024 compared to the nine months ended SeptemberÂ 30, 2023, primarily due to a decrease of $3.5 million in credit card processing fees, a decrease of $3.0 million in job distribution costs from performance-based revenue, a decrease of $2.4 million in third-party hosting fees, and a decrease of $2.2 million in partner revenue share. Gross margin was 89% and 90% in the nine months ended SeptemberÂ 30, 2024 and SeptemberÂ 30, 2023, respectively, reflecting our continued commitment to operational efficiencies and maintaining costs proportionate to revenue.Sales and MarketingThree Months EndedSeptember 30,Nine Months EndedSeptember 30,20242023$ Change% Change20242023$ Change% Change(in thousands, except percentages)Sales and marketing$54,928Â $55,648Â $(720)(1)%$161,085Â $216,171Â $(55,086)(25)%Percentage of revenue47Â %36Â %44Â %42Â %Sales and marketing expenses decreased by $0.7 million, or 1%, for the three months ended SeptemberÂ 30, 2024 compared to the three months ended SeptemberÂ 30, 2023. Personnel-related costs for our sales and marketing employees decreased by $2.0 million corresponding with lower headcount in the current period. The decrease was partially offset by an increase of $1.0 million in marketing and advertising spend compared to the prior-year period. Sales and marketing expenses decreased by $55.1 million, or 25%, for the nine months ended SeptemberÂ 30, 2024 compared to the nine months ended SeptemberÂ 30, 2023. The decrease was primarily driven by a $32.3 million decrease in marketing and advertising compared to the prior-year period reflecting our discipline in proactively adjusting marketing spend levels in relation to the macroeconomic conditions. The decrease was also driven by a decrease of $16.7 million in personnel-related costs for our sales and marketing employees corresponding with lower headcount in the current-year period, and was further driven by one-time restructuring costs of $3.6 million related to our May 2023 reduction in force incurred during the nine months ended SeptemberÂ 30, 2023. 35Table of ContentsResearch and DevelopmentThree Months EndedSeptember 30,Nine Months EndedSeptember 30,20242023$ Change% Change20242023$ Change% Change(in thousands, except percentages)Research and development$33,705Â $32,136Â $1,569Â 5Â %$103,091Â $109,047Â $(5,956)(5)%Percentage of revenue29Â %21Â %28Â %21Â %Research and development expenses increased by $1.6 million, or 5%, for the three months ended SeptemberÂ 30, 2024 compared to the three months ended SeptemberÂ 30, 2023. The increase was primarily driven by a $1.5 million increase in personnel-related costs for our research and development employees reflecting salaries and other personnel-related costs in connection with Breakroom employees with no comparable expenses in the prior-year period, as we acquired 100% of the outstanding share capital in Breakroom in July 2024. Research and development expenses as a percentage of revenue increased 8% for the three months ended SeptemberÂ 30, 2024 compared to the three months ended SeptemberÂ 30, 2023, primarily driven by lower revenue. We expect to continue to invest in research and development activities, and we expect this expense may vary as a percentage of total revenue for the foreseeable future. Research and development expenses decreased by $6.0 million, or 5%, for the nine months ended SeptemberÂ 30, 2024 compared to the nine months ended SeptemberÂ 30, 2023. The decrease was primarily driven by one-time restructuring costs of $3.3 million related to our May 2023 reduction in force incurred during the nine months ended SeptemberÂ 30, 2023, as well as a $1.8 million decrease in personnel-related costs and a $1.0 million decrease in stock-based compensation expense for our research and development employees corresponding with lower headcount in the current-year period. Research and development expenses as a percentage of revenue increased 7% for the nine months ended SeptemberÂ 30, 2024 compared to the nine months ended SeptemberÂ 30, 2023, primarily driven by lower revenue. We expect to continue to invest in research and development activities, and we expect this expense may vary as a percentage of total revenue for the foreseeable future. General and AdministrativeThree Months EndedSeptember 30,Nine Months EndedSeptember 30,20242023$ Change% Change20242023$ Change% Change(in thousands, except percentages)General and administrative$19,308Â $20,647Â $(1,339)(6)%$54,881Â $67,601Â $(12,720)(19)%Percentage of revenue16Â %13Â %15Â %13Â %General and administrative expenses decreased by $1.3 million, or 6%, for the three months ended SeptemberÂ 30, 2024 compared to the three months ended SeptemberÂ 30, 2023, primarily driven by a $2.5 million decrease in stock-based compensation expense. General and administrative expenses decreased by $12.7 million, or 19%, for the nine months ended SeptemberÂ 30, 2024 compared to the nine months ended SeptemberÂ 30, 2023, primarily driven by a $6.6 million decrease in stock-based compensation expense, a $3.4 million decrease in personnel-related costs for our general and administrative employees corresponding with lower headcount in the current-year period, and a $1.0 million decrease due to one-time restructuring costs related to our May 2023 reduction in force incurred during the nine months ended SeptemberÂ 30, 2023.36Table of ContentsTotal Other Income (Expense), NetThree Months EndedSeptember 30,Nine Months EndedSeptember 30,20242023$ Change% Change20242023$ Change% Change(in thousands, except percentages)Total other income (expense), net$(1,155)$(2,656)$1,501Â (57)%$(5,394)$(7,307)$1,913Â (26)%Total other income (expense), net, decreased by $1.5 million, or 57%, for the three months ended SeptemberÂ 30, 2024 compared to the three months ended SeptemberÂ 30, 2023, primarily driven by a $1.1 million increase in gains from foreign currency exchange transactions and a $0.5 million increase in interest income earned on both our marketable securities and cash equivalents. Total other income (expense), net, decreased by $1.9 million, or 26%, for the nine months ended SeptemberÂ 30, 2024 compared to the nine months ended SeptemberÂ 30, 2023, primarily driven by a $2.4 million increase in interest income earned on both our marketable securities and cash equivalents. Income Tax Expense (Benefit)Three Months EndedSeptember 30,Nine Months EndedSeptember 30,20242023$ Change% Change20242023$ Change% Change(in thousands, except percentages)Income tax expense (benefit)$(1,824)$5,934Â $(7,758)(131)%$1,945Â $15,376Â $(13,431)(87)%Effective tax rate41.5Â %19.8Â %*26.1Â %_____*The effective tax rate for the nine months ended SeptemberÂ 30, 2024 is not meaningful as a result of the low level of loss before income taxes recorded for the period.Income tax expense (benefit) decreased by $7.8 million, or 131%, for the three months ended SeptemberÂ 30, 2024 compared to the three months ended SeptemberÂ 30, 2023. The decrease in income tax expense (benefit) is primarily attributable to a decrease in income before income taxes partially offset by an increase in income tax expense associated with stock-based compensation.Income tax expense (benefit) decreased by $13.4 million, or 87%, for the nine months ended SeptemberÂ 30, 2024 compared to the nine months ended SeptemberÂ 30, 2023. The decrease in income tax expense (benefit) is primarily attributable to a decrease in income before income taxes partially offset by an increase in income tax expense associated with stock-based compensation. Liquidity and Capital ResourcesAs of SeptemberÂ 30, 2024, we had cash, cash equivalents, and marketable securities totalingÂ $497.6 million and $287.6 million available in unused borrowing capacity under our credit facility. We have financed our operations and capital expenditures primarily through cash generated from operations, sales of shares of common and preferred stock and from our senior unsecured notes, bank loans, and convertible notes. As of SeptemberÂ 30, 2024, we had no amounts outstanding under our credit facility.We believe our existing cash, cash equivalents, marketable securities, cash flow from operations, and amounts available for borrowing under

our bank loan agreement will be sufficient to meet our working capital requirements for at least the next 12 months. To the extent existing cash, cash equivalents, marketable securities, cash from operations, and amounts available for borrowing are insufficient to fund 37Table of Contentsfuture activities, we may need to raise additional funds. In the future, we may attempt to raise additional capital through the sale of equity securities or through equity-linked or debt financing arrangements. If we raise additional funds by issuing equity or equity-linked securities, the ownership of our existing stockholders will be diluted. If we raise additional financing by the incurrence of additional indebtedness, we may be subject to increased fixed payment obligations and could also be subject to additional restrictive covenants, such as limitations on our ability to incur additional debt, and other operating restrictions that could adversely impact our ability to conduct our business. Any future indebtedness we incur may result in terms that could be unfavorable to equity investors. There can be no assurances that we will be able to raise additional capital. The inability to raise capital could adversely affect our ability to achieve our business objectives.Credit FacilityIn April 2021, we entered into a $250.0 million credit facility agreement with a syndicate of banks. In July 2024, we entered into a supplement to the credit facility agreement which increased the aggregate revolving commitments available under the credit facility from $250.0 million to $290.0 million. The credit facility has a maturity date of April 30, 2026 and bears interest at a rate based upon our Net Leverage Ratio. Our Net Leverage Ratio is defined as total debt less total cash and permitted investments outstanding at period end, with a maximum total cash and permitted investments adjustment of $550.0 million, divided by the trailing 12 months of earnings, adjusted for items such as non-cash expenses and other nonrecurring transactions. We are also obligated to pay other customary fees including a commitment fee on a quarterly basis based on amounts committed but unused under the credit facility at a rate between 0.25% to 0.35%, depending on our Net Leverage Ratio. The amount available under the credit facility is reduced by letters of credit outstanding, which totaled $2.4 million as of SeptemberÂ 30, 2024. The letters of credit outstanding relate to various leased office spaces.The credit facility is collateralized by security interests in substantially all of our assets and includes customary events of default such as non-payment of principal, non-payment of interest or fees, inaccuracy of representations and warranties, violation of certain covenants, cross default to certain other indebtedness, bankruptcy and insolvency events, material judgments against us, and a change of control. The occurrence of an event of default could result in the acceleration of the obligations under the credit facility.The credit facility agreement contains customary representations, warranties, affirmative covenants, such as financial statement reporting requirements, negative covenants, and financial covenants, such as maintenance of certain net leverage ratio requirements. The negative covenants include restrictions that, among other things, restrict our ability to incur liens and indebtedness, make certain investments, declare dividends, dispose of, transfer or sell assets, make stock repurchases and consummate certain other matters, all subject to certain exceptions. For more information on the credit facility, please see NoteÂ 9Â â€“ Debt to our audited consolidated financial statements in the 2023 Form 10-K.We have no amounts outstanding under the credit facility and are in compliance with our debt covenants as of SeptemberÂ 30, 2024.38Table of ContentsIssuance of Senior Unsecured NotesOn January 12, 2022, we issued an aggregate principal amount of $550.0 million senior unsecured notes due 2030 in a private placement. The senior unsecured notes were issued pursuant to an indenture dated as of January 12, 2022, or the Indenture. Pursuant to the Indenture, the senior unsecured notes will mature on January 15, 2030 and bear interest at a rate of 5% per year. Interest on the senior unsecured notes is payable semi-annually in arrears on January 15 and July 15 of each year. The Indenture contains certain customary negative covenants, including, but not limited to, limitations on the incurrence of debt, limitations on liens, limitations on consolidations or mergers, and limitations on asset sales. The Indenture also contains customary events of default.At any time prior to January 15, 2030, we have the option, at our sole discretion, to redeem all or a portion of our senior unsecured notes subject to the payment of certain premiums, make-whole provisions, and accrued and unpaid interest. Upon the occurrence of a change of control triggering event, we must offer to repurchase the senior unsecured notes at a repurchase price equal to 101% of the aggregate principal amount to be repurchased, and any accrued and unpaid interest. For more information on the senior unsecured notes, please see NoteÂ 9Â â€“ Debt to our audited consolidated financial statements in the 2023 Form 10-K.Share Repurchase ProgramOur board of directors has authorized us to repurchase up to $550.0 million of our outstanding common stock, with no fixed expiration. During the nine months ended SeptemberÂ 30, 2024, we repurchased 3.9 million shares of our Class A common stock for an aggregate purchase price of $37.6Â million through open market purchases under our share repurchase program. Approximately $25.8 million remains available for future repurchases of our Class A common stock under our share repurchase program as of SeptemberÂ 30, 2024. For more information, see NoteÂ 10Â â€“ Share Repurchase Program to our condensed consolidated financial statements included in this report.InvestmentsDuring the three and nine months ended SeptemberÂ 30, 2024, we continued investing primarily in highly rated debt securities and money market mutual funds to manage our excess cash reserves. The primary objectives in investing our excess cash reserves are to preserve capital, provide sufficient liquidity to satisfy both operational cash flow requirements and potential strategic investment opportunities, and to obtain a reasonable or market rate of return on investments. We consider all of our investments as available for use in current operations, including those with maturity dates beyond one year, and therefore classify these securities within current assets in our condensed consolidated balance sheets.As of SeptemberÂ 30, 2024, we held $325.0 million in total investments, consisting of money market mutual funds and available-for-sale debt securities. These investments are included within cash and cash equivalents and marketable securities within our condensed consolidated balance sheets. For more 39Table of Contentsinformation, see NoteÂ 6Â â€“ Financial Instruments to our condensed consolidated financial statements included in this report.Cash FlowsThe following table summarizes our cash flows for the periods presented (in thousands):Nine Months EndedSeptember 30,20242023Net cash provided by operating activities$33,243Â $68,753Â Net cash provided by (used in) investing activities(47,078)89,391Â Net cash used in financing activities(43,594)(142,185)Net increase (decrease) in cash and cash equivalents$(57,429)$15,959Â Operating ActivitiesThe primary source of operating cash inflows is cash collected from our customers for our services. Our primary uses of cash from operating activities are for personnel-related expenditures, marketing costs and third-party costs incurred to support our marketplace.For the nine months ended SeptemberÂ 30, 2024, cash provided by operating activities was $33.2Â million resulting from our net loss of $2.1Â million, adjusted by non-cash charges of $54.7Â million and a net decrease of $19.4Â million in our operating assets and liabilities. The non-cash charges primarily resulted from $49.2Â million for stock-based compensation expense, $9.1 million pertaining to amortization of intangible assets and depreciation, and $3.0 million pertaining to non-cash lease expense, partially offset by $8.0 million in amortization and accretion of marketable securities and $1.6 million related to the change in our deferred tax assets driven by our current year capitalization of research costs from a tax perspective. The decrease of $19.4Â million related to changes in our operating assets and liabilities was primarily driven by an $8.1 million increase in prepaid expenses and other assets, a $6.8 million decrease in accrued interest, a $5.0Â million decrease in our accounts payable and accrued expenses and other liabilities, and a $4.0 million decrease in our operating lease liabilities, partially offset by a $3.0 million decrease in accounts receivable and a $1.5 million decrease in deferred commissions, net. For the nine months ended September 30, 2023, cash provided by operating activities was $68.8 million resulting from our net income of $43.5 million, adjusted by non-cash charges of $48.2 million and a net decrease of $23.0 million in our operating assets and liabilities. The non-cash charges primarily resulted from $58.3 million for stock-based compensation expense, $8.5 million pertaining to amortization of intangible assets and depreciation, and $3.2 million pertaining to non-cash lease expense, partially offset by $16.8 million related to the change in our deferred tax assets driven by our current year capitalization of research costs from a tax perspective and the tax-related impact of stock-based compensation, and $8.6 million in amortization and accretion of marketable securities. The decrease of $23.0 million related to changes in our operating assets and liabilities was primarily driven by an $18.6 million decrease in our accounts payable and accrued expenses and other liabilities, a $6.9 million decrease in our accrued interest associated with our senior unsecured notes, a $4.8 million decrease in our operating lease liabilities, and a $3.4 million decrease in our deferred revenue, partially offset by an $8.9 million decrease in accounts receivable associated with a decrease in revenue due to a lower number of Quarterly Paid Employers in our marketplace compared to the prior-year period, and a $1.1 million decrease in prepaid expenses and other assets.Investing ActivitiesFor the nine months ended SeptemberÂ 30, 2024, cash used in investing activities was $47.1 million resulting from $480.1 million used in purchases of marketable securities, $12.0 million paid for the 40Table of ContentsBreakroom acquisition, net of cash acquired, and $7.2 million capitalized for software development costs, partially offset by $452.7 million received from paydowns, maturities and redemptions of marketable securities.For the nine months ended September 30, 2023, cash provided by investing activities was $89.4 million resulting from $421.5 million received from paydowns, maturities and redemptions of marketable securities, partially offset by $323.8 million used in purchases of marketable securities and an increase in capitalized software development costs of $7.5 million.Financing ActivitiesFor the nine months ended SeptemberÂ 30, 2024, cash used in financing activities was $43.6 million which consisted of $37.6 million used for the repurchase of common stock and $11.1 million for the net settlement of taxes on equity awards, partially offset by $3.6 million of proceeds from the issuance of stock under the employee stock purchase plan, and $1.5 million of proceeds from the exercise of stock options.For the nine months ended September 30, 2023, cash used in financing activities was $142.2 million which consisted of $139.2 million used for the repurchase of common stock and $13.4 million for the net settlement of taxes on RSUs, partially offset by $6.4 million of proceeds from the issuance of stock under the employee stock purchase plan, and $4.0 million of proceeds from the exercise of stock options.Obligations and Other CommitmentsSee the 2023 Form 10-K for our future minimum commitments related to certain software service agreements. Through SeptemberÂ 30, 2024, we did not have any relationships with unconsolidated organizations or financial partnerships, such as structured finance or special purpose entities that have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.Critical Accounting Policies and Estimates Managementâ€™s discussion and analysis of financial condition and results of operations is based upon our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these condensed consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses, and related disclosures. On an ongoing basis, we evaluate our estimates and assumptions, including, but not limited to, those related to revenue recognition, stock-based compensation, and income taxes. We base our estimates on historical experience and on various other estimates and assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from these estimates and assumptions.Our significant accounting policies are discussed in NoteÂ 2Â â€“ Basis of Presentation, Principles of Consolidation, and Summary of Significant Accounting Policies to our condensed consolidated financial statements included in this report. There have been no changes to our critical accounting policies and estimates as compared to the critical accounting policies and estimates discussed in the 2023 Form 10-K, except as set forth below.Business CombinationsThe results of businesses acquired in a business combination are included in our condensed consolidated financial statements from the date of acquisition. Assets acquired and liabilities assumed in a business combination are recorded at their estimated fair values on the acquisition date. The excess of 41Table of Contentspurchase price over the fair values of net identifiable assets acquired and liabilities assumed is recorded as goodwill.Determining the fair values of assets acquired and liabilities assumed may require management to use significant judgment which includes the selection of valuation methodologies. We have determined the fair values of certain intangible assets acquired in a business combination using the replacement cost and relief-from-royalty methods. These methods require estimates surrounding, but not limited to, the time and resources required to replace technology, estimated profit margins and opportunity costs, estimates of future revenue and cash flows, discount and royalty rates, and selection of comparable companies. Our estimates of fair value are based on assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. Recent Accounting Pronouncements See NoteÂ 2Â â€“ Basis of Presentation, Principles of Consolidation, and Summary of Significant Accounting Policies to our condensed consolidated financial statements included in this report for more information. Item 3. Quantitative and Qualitative Disclosures About Market RiskWe have operations both within the United States and internationally, and we are exposed to market risks in the ordinary course of our business. These risks primarily include changes in interest rates and fluctuations in foreign currency exchange rates.Interest Rate RiskWe are subject to interest rate risk in connection with our credit facility which bears a floating interest rate. We have not been exposed to, nor do we anticipate being exposed to, material risks due to changes in interest rates. A hypothetical 10% change in interest rates during any of the periods presented would not have had a material impact on our condensed consolidated financial statements. We do not believe we are subject to interest rate risk in connection with the senior unsecured notes. Our senior unsecured notes are carried at amortized cost and fluctuations in interest rates do not impact our condensed consolidated financial statements. However, the fair value of our senior unsecured notes, which pay interest at a fixed rate, will generally fluctuate with movements of interest rates, increasing in periods of declining rates of interest and declining in periods of increasing rates of interest.Lastly, we are subject to interest rate risk in connection with our investments. The primary objectives of our investment activities are to preserve principal, provide liquidity, and maximize income without significantly increasing risk. We do not enter into investments for trading or speculative purposes. Our investments are exposed to market risk due to fluctuation in interest rates, which may affect our interest income and the fair value of our investments. To minimize interest rate risk, we maintain our portfolio of cash equivalents and marketable securities in a variety of securities, including commercial market, money market mutual funds, U.S. government and agency securities, and corporate debt securities. To assess interest rate risk associated with our investment portfolio, we performed a sensitivity analysis to determine the impact a change in interest rates would have on the value of the portfolio. Based on investment positions as of SeptemberÂ 30, 2024, a hypothetical increase in interest rates of 100 basis points across all maturities would result in a $0.6 million decrease in the fair value of the portfolio. Such losses would only be realized if we sold the investments prior to maturity.Foreign Currency RiskWe are exposed to fluctuations in foreign exchange risk related primarily to expenses denominated in currencies other than the U.S. Dollar, principally the Canadian Dollar, British Pound, and Israeli New Shekel. The volatility of exchange rates depends on many factors that we cannot forecast with reliable accuracy. We have experienced, and will continue to experience, fluctuations in our net income (loss) as 42Table of Contentsa result of transaction gains and losses related to the remeasurement of our asset and liability balances that are denominated in currencies other than the U.S. Dollar. A hypothetical 10% change in foreign currency exchange rates applicable to our business would not have had a material impact on our condensed consolidated financial statements. Item 4. Controls and ProceduresEvaluation of Disclosure Controls and ProceduresOur management, with the participation of our principal executive officer and our principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of SeptemberÂ 30, 2024. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the companyâ€™s management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on such evaluation, our principal executive officer and principal financial officer have concluded that as of SeptemberÂ 30, 2024, our disclosure controls and procedures were effective at the reasonable assurance level.Changes in Internal Control Over Financial ReportingThere were no changes in our internal control over financial reporting identified in connection with the evaluation required by Rules 13a-15(d) and 15d-15(d) of the Exchange Act during the quarter ended SeptemberÂ 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.43Table of ContentsPart II - Other InformationItem 1. Legal ProceedingsRefer to the disclosure under the heading â€œLegal Mattersâ€ in NoteÂ 9Â â€“ Commitments and Contingencies to our condensed consolidated financial statements included in this report for legal proceedings. From time to time, we may be involved in various legal proceedings arising from the normal course of our business activities.Item 1A. Risk FactorsInvesting in our Class A common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below, together with all of the other information in this Quarterly Report on Form 10-Q, before making a decision to invest in our Class A common stock. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of or that we deem immaterial may also become important factors that adversely affect our business. If any of the following risks occur, our business, financial condition, operating results, and future prospects could be materially and adversely affected. In that event, the price

of our Class A common stock could decline, and you could lose part or all of your investment.Risk Related to Our BusinessOperational RisksOur business is significantly affected by fluctuations in general economic conditions. There is risk that any economic recovery may be delayed, short-lived and/or uneven, and may not result in increased demand for our services.Our business depends on the overall demand for labor and on the economic health of current and prospective employers and job seekers that use our marketplace. Demand for recruiting and hiring services is significantly affected by the general level of economic activity and employment in the United States and the other countries in which we operate. Any significant weakening of the economy in the United States or the global economy, increased unemployment, reduced credit availability, reduced business confidence and activity, decreased government spending, economic uncertainty, financial turmoil affecting the banking system or financial markets, including actual or perceived instability in the banking industry, trade wars and higher tariffs, volatility in interest rates, inflation in the cost of goods and services including labor, and other adverse economic or market conditions may adversely impact our business and operating results. Significant swings in, or periods of reduced, economic activity historically have had a disproportionately negative impact on hiring activity and related efforts to find candidates. We may also experience more pricing pressure during periods of economic downturn.Economic recoveries are difficult to predict, and may be delayed, short-lived, and/or uneven, with some regions, or countries within a region, continuing to experience declines or weakness in economic activity while others improve. Differing economic conditions and patterns of economic growth or contraction in the geographical regions in which we operate may affect demand for our marketplace. We may not experience uniform, or any, increases in demand for our marketplace within the markets where our business is concentrated.There has been volatility in financial markets as a result of a number of factors, including, but not limited to, banking instability, global conflict, including the wars in Ukraine and the Middle East, inflation, changes in interest rates, and volatile markets. There is a risk that as a result of these macroeconomic factors, we could continue to experience declines in all, or in portions, of our business. Economic uncertainty may cause some of our current or potential employers to curtail spending in our marketplace and may ultimately result in cost challenges to our operations. For example, our employers, including those of our employers that are banks, may be adversely affected by any bank failure or other event affecting financial institutions. Any resulting adverse effects to our employersâ€™ liquidity or financial 44Table of Contentsperformance could reduce the demand for our services or affect our allowance for expected credit losses and collectability of accounts receivable. These adverse conditions could result in reductions in revenue, increased operating expenses, longer sales cycles, slower adoption of new technologies, and increased competition. We cannot predict the timing, strength, or duration of any economic slowdown or any subsequent recovery generally. There is also risk that when overall global economic conditions are positive, our business could be negatively impacted by decreased demand for job postings and our services. If general economic conditions significantly deviate from present levels, our business, financial condition, and operating results could be adversely affected.Substantially all of our revenue is generated by our business operations in the United States. Prior to 2020, the United States had largely experienced positive economic and employment trends since our founding in 2010 and therefore we do not have a significant operating history in periods of weak economic environments and cannot predict how our business will perform in such periods. Any significant economic downturn in the United States or other countries in which we operate could have a material adverse effect on our business, financial condition and results of operations.We face intense competition and could lose market share to our competitors, which could adversely affect our business, operating results, and financial condition.We face intense competition from many well-established online job sites such as CareerBuilder and Monster, Craigslist, Glassdoor, Indeed, and LinkedIn, as well as from newer entrants such as Google or Facebook. Many of our existing and potential competitors are considerably larger or more established than we are and have larger workforces and more substantial marketing and financial resources. Price competition for job marketplaces such as ours is likely to remain high, which could limit our ability to maintain or increase our market share, subscriber base, revenue and/or profitability.We also compete with companies that utilize emerging technologies and assets, such as large language models (LLMs), machine learning, and other types of artificial intelligence. These competitors may offer products and services that may, among other things, provide automated alternatives to the services that employers or job seekers would otherwise seek from ZipRecruiter, use machine learning algorithms to connect employers with job seekers more effectively than we do, or otherwise change the way that employers engage with job seekers or the way job seekers find work so as to make our marketplace less attractive. We may face increased competition from these competitors as they mature and expand their capabilities.Many of our larger competitors have long-standing relationships or access to employers, including our Paid Employers1, as well as those whom we may wish to pursue. Some employers may be hesitant to use a new platform and prefer to upgrade products offered by these incumbent platforms for reasons that include price, quality, sophistication, familiarity and global presence. These platforms could offer competing products on a standalone basis at a low price or bundled as part of a larger product sale that could be more attractive to employers than our offerings.Many of our competitors are able to devote greater resources to the development, promotion, sale, and support of their products and services. Furthermore, our current or potential competitors may be acquired by third parties with greater available resources and the ability to initiate or withstand substantial price competition. Our competitors may also establish cooperative relationships among themselves or with third parties to enhance their product offerings and/or resources. If our competitorsâ€™ products, platforms, services or technologies maintain or achieve greater market acceptance than ours, if they are successful in bringing their products or services to market earlier than ours, or if their products, platforms or services are more technologically capable than ours, then our revenue could be adversely affected. Also, some of our competitors may offer their products and services at a lower price. If we cannot 1 â€œPaid Employer(s)â€ means any employer(s) (or entities acting on behalf of an employer) on a paying subscription plan or performance marketing campaign for at least one day. Paid Employer(s) excludes employers from our Job Distribution Partners or other indirect channels, employers who are not actively searching for candidates, but otherwise have access to previously posted jobs, and employers on free trial.45Table of Contentsoptimize pricing, our operating results may be negatively affected. Pricing pressures and increased competition could result in reduced sales, reduced margins, losses or a failure to maintain or improve our competitive market position, any of which could adversely affect our business.The number of employers distributing their job posting service purchases among a broader group of competitors may increase which may make it more difficult to retain or maintain our current share of business with existing Paid Employers. We also face the risk that employers may decide to provide similar services internally or reduce or redirect their efforts to recruit job seekers through online job advertisements. As a result, there can be no assurance that we will not encounter increased competition in the future.Our marketplace functions on software that is highly technical and complex and if it fails to perform properly, our reputation could be adversely affected, our market share could decline and we could be subject to liability claims.Our marketplace functions on software that is highly technical and complex and may now or in the future contain undetected errors, bugs, or vulnerabilities. Some errors in our software code may be discovered only after the code has been deployed. Any errors, bugs, or vulnerabilities discovered in our code after deployment, inability to identify the cause or causes of performance problems within an acceptable period of time, or difficulty maintaining and improving the performance of our marketplace could result in damage to our reputation or brand, loss of employers and job seekers, loss of revenue, or liability for damages, any of which could adversely affect our business and results of operations.As the usage of our marketplace grows, we will need an increasing amount of technical infrastructure, including network capacity and computing power, to continue to operate our marketplace. If we cannot continue to effectively scale and grow our technical infrastructure to accommodate these increased demands, it may adversely affect our user experience. We also rely on third-party software and infrastructure, including the infrastructure of the internet, to provide our marketplace. Any failure of or disruption to this software and infrastructure, whether intentional or malicious in nature or due to our activities or those of our vendors, could also make our marketplace unavailable to our users. If our marketplace is unavailable to our subscribers or job seekers for any period of time, our business could be adversely affected.Our marketplace technology is constantly changing with new updates, which may contain undetected errors when first introduced or released. Any errors, defects, disruptions in service, or other performance or stability problems with our marketplace, or the insufficiency of our efforts to adequately prevent or timely remedy errors or defects, could result in negative publicity, loss of or delay in market acceptance of our marketplace, loss of competitive position, our inability to timely and accurately maintain our financial records, inaccurate or delayed invoicing of Paid Employers, delay of payment to us, claims by users for losses sustained by them, corrective action taken by gatekeepers of components integral to our marketplace, or investigation and corrective action taken by a regulatory agency. In such an event, we may be required, or may choose, for user relations or other reasons, to expend additional resources to help resolve the issue. Accordingly, any errors, defects, or disruptions in our marketplace could adversely impact our brand and reputation, revenue, and operating results.Because of the large amount of data that our Paid Employers collect and manage by means of our services, it is possible that failures or errors in our systems could result in data loss or corruption, or cause the information that we or our Paid Employers collect to be incomplete or contain inaccuracies that our Paid Employers regard as significant. Furthermore, the availability or performance of our marketplace could be adversely affected by a number of factors, including usersâ€™ inability to access the internet or to send or receive email messages, the failure of our network or software systems, security breaches or variability in user traffic for our services. We may be required to issue credits or refunds for prepaid amounts related to unused services or otherwise be liable to our users for damages they may incur resulting from certain of these events. In addition to potential liability, if we experience interruptions in the 46Table of Contentsavailability of our marketplace, our reputation could be adversely affected and we could lose employers and job seekers.Our errors and omissions insurance may be inadequate or may not be available in the future on acceptable terms, or at all. In addition, our policy may not cover all claims made against us and defending a suit, regardless of its merit, could be costly and divert managementâ€™s attention.Our future success depends in part on employers purchasing and renewing or upgrading subscriptions and performance-based services from us. Any decline in our user renewals or upgrades or performance-based services could harm our future operating results.Many of our Paid Employers pay for access to our marketplace on a per-job-per-day basis, rather than entering into new longer term paid time-based job posting plans, renewing their paid time-based job posting plans when such contract terms expire, or purchasing performance-based services from us. Employers who enter into paid plans have no obligation to renew their plans after the expiration of their contract period, which typically range from one day to 12 months. In addition, employers may renew for lower subscription amounts or for shorter contract lengths. Historically, some of our Paid Employers have elected not to renew their agreements with us and as we expand into new products and markets, we have a limited ability to reliably predict future renewal rates. Our future renewal rates for both existing and potential new products may be lower, possibly significantly lower, than historical trends.Our future success also depends in part on our ability to sell upsell services to employers who use our marketplace. If employers do not purchase upsell services from us, our revenue may decline and our operating results may be harmed.Our Paid Employer subscription renewals, performance-based services, and upsells may decline or fluctuate as a result of a number of factors, including user usage, sunsetting, changing, or removing certain products or services, user satisfaction with our services and user support, our prices, the prices of competing services, mergers and acquisitions affecting our user base, the effects of U.S. and global economic conditions, or reductions in our Paid Employersâ€™ spending levels generally.If we fail to scale our business effectively, our business, operating results, and financial condition could be adversely affected. We have experienced a period of significant growth in recent years and expect to continue to invest strategically across our company to support measured growth, while also scaling back certain areas of our business in response to changing macroeconomic conditions. Although we have experienced rapid growth historically, we may not return to prior growth rates or sustain our growth rates, nor can we assure you that our investments to support our growth or to manage expenses by scaling back other areas of our business will be successful. The effective scaling of our business will place significant demands on our management as well as on our administrative, operational, and financial resources. To manage any future growth effectively, we must continue to improve our operational, financial, and management information systemsÍ¾ expand, motivate, and effectively manage and train our workforceÍ¾ and effectively collaborate with our third-party partners. If we cannot manage any future growth successfully, our business, operating results, financial condition, and ability to successfully advertise our marketplace and serve our employers and job seekers could be adversely affected.Over time, we expect to expand our operations and personnel significantly. However, from time to time, we realign our resources and talent to respond to macroeconomic changes and to streamline our organization and optimize our cost structure, including through furloughs, layoffs and reductions in force. For example, in May 2023, in response to current market conditions and after reducing other discretionary expenses, we reduced our workforce. If there are unforeseen expenses associated with such realignments in our business strategies, and we incur unanticipated charges or liabilities, then we may not be able to effectively realize the expected cost savings or other benefits of such actions. In addition, the loss of certain personnel, through such reduction in force or otherwise, presents significant risks including, among other things, failure to maintain adequate controls and procedures. Failure to manage any growth 47Table of Contentsor any scaling back of our operations could have an adverse effect on our business, operating results, and financial condition.In addition, our historical growth should not be considered indicative of our future performance. We have encountered in the past, and will encounter in the future, risks, challenges, and uncertainties frequently experienced by growing companies in rapidly changing industries. If our assumptions regarding these risks, challenges, and uncertainties, which we use to plan and operate our business, are incorrect or change, or if we do not address these risks successfully, our financial condition and operating results could differ materially from our expectations, we may be unable to effectively scale our business, and our business would be adversely impacted.Significant segments of the market for job advertisement services may have hiring needs and service preferences that are subject to greater volatility than the overall economy. The employers in the United Statesâ€™ private sector are diverse across a number of business characteristics, including company size, geography, and industry, among other factors. Hiring activity may vary significantly among businesses with different characteristics and accordingly, any concentration we may have among businesses with certain characteristics may subject us to high volatility in our financial results. Smaller businesses, for example, typically have less persistent hiring needs and may experience greater volatility in their need for job advertisement services and preferences among providers of such services. Along with a relatively shorter sales cycle, smaller businesses may be more likely to change platforms based on short-term differences in perceived price, value, service level, or other factors. Difficulty in acquiring and/or retaining these employers may adversely affect our operating results.Our efforts and ability to sell to a broad mix of businesses could adversely affect our operating results in a given period.Our ability to increase revenue and maintain profitability depends, in part, on widespread acceptance and utilization of our marketplace by businesses of all sizes and types. Because our customers reflect a wide variety of businesses, we face a variety of challenges, including but not limited to, pricing pressure, cost variances and marketing strategies that vary based on the business type and size, varying lengths of sales cycles, and less predictability in completing some of our sales. For example, some of our larger prospective customers may need us to provide greater levels of education regarding the use and benefits of our marketplace and services, because the prospective customerâ€™s decision to use our marketplace and services may be a company-wide decision. We are in the early stages of developing the analytical tools that will allow us to determine how prospective customers can be most effectively directed within, and addressed by, our sales organizations. As a result, we may not always approach new opportunities in the most cost-effective manner or with the most appropriate resources. Developing and successfully implementing these tools will be important as we seek to efficiently capitalize on new and expanding market opportunities. In addition, because we are a relatively new company with a limited operating history when compared to some of our existing competitors, our target employers and job seekers may prefer to use offerings from more established competitors that are more tailored to their specific requirements.Our business depends largely on our ability to attract and retain talented employees, including senior management and key personnel. If we lose the services of Ian Siegel, our Chief Executive Officer, or other members of our senior management team, we may not be able to execute on our business strategy.Our future success depends in large part on the continued services of our senior management and other key personnel and our ability to retain and motivate them. In particular, we are dependent on the services of Ian Siegel, our Chief Executive Officer, and our technology, marketplace, future vision, and strategic direction could be compromised if he were to take another position, become ill or incapacitated, or otherwise become unable to serve as our Chief Executive Officer. We rely on our leadership team in the areas of marketing, sales, finance, support, product development, human resources, and technology. 48Table of ContentsOur senior management and other key personnel are all employed on an at-will basis, which means that they could terminate their employment with us at any time, for any reason, and without notice. If we lose the services of senior management or other key personnel, or if we cannot attract, train, and retain the highly skilled personnel we need, or if we fail to implement succession plans for such key personnel, our business, operating results, and financial condition could be adversely affected.Our future success also depends on our continuing

ability to attract, train, and retain highly skilled personnel, including software engineers and sales personnel. We face intense competition for qualified personnel from numerous software and other technology companies. This competition for highly skilled personnel is especially intense in the regions where we have significant operations, and we may incur significant costs to attract and retain them. We have, from time to time, experienced, and we expect to continue to experience, difficulty in hiring and retaining highly skilled employees with appropriate qualifications. We may incur significant costs to attract and retain highly skilled personnel, and we may lose new employees to our competitors or other technology companies before we realize the benefit of our investment in recruiting and training them. In addition, in a tight labor market, we may experience increased difficulty in hiring and retaining, or increased costs in attracting and retaining, highly skilled personnel, or we may lose new employees to our competitors or other technology companies at a greater rate. To the extent we move into new geographies, we would need to attract and recruit skilled personnel in those areas. Moreover, uncertainty arising from economy-wide shifts toward remote work could negatively impact our ability to recruit or retain talent, particularly in light of our workforce historically being concentrated largely in the Los Angeles and Phoenix metropolitan areas. In addition, job candidates and existing employees often consider the value of the equity awards they receive in connection with their employment. If the perceived value of our equity or equity awards declines, it may adversely affect our ability to retain highly skilled employees. If we cannot attract and retain suitably qualified individuals who are capable of meeting our growing technical, operational, and managerial requirements, on a timely basis or at all, our business may be adversely affected.If internet search enginesâ€™ methodologies or other channels that we use to direct traffic to our website are modified to our disadvantage, or our search result page rankings decline for other reasons, our user growth could decline. We depend in part on various internet search engines, such as Google, as well as other channels to direct a significant amount of traffic to our website. Our ability to maintain the number of visitors directed to our website is not entirely within our control. For example, our competitorsâ€™ search engine optimization and other efforts such as paid search may result in their websites receiving a higher search result page ranking than ours, internet search engines or other channels that we utilize to direct traffic to our website could revise their methodologies in a manner that adversely impacts traffic to our website, or we may make changes to our website that adversely impact our search engine optimization rankings and traffic. As a result, links to our website may not be prominent enough to drive sufficient traffic to our website, and we may not be able to influence the results.Search engines and other channels that we use to drive employers and job seekers to our website periodically change their algorithms, policies, and technologies, sometimes in ways that cause traffic to our website to decline. These changes can also result in an interruption in their ability to access our website or a drop in our search ranking, or have other adverse impacts that negatively affect our ability to maintain and grow the number of employers and job seekers that visit our website. We may also be forced to significantly increase marketing expenditures in the event that market prices for online advertising and paid listings escalate or our organic ranking decreases. Any of these changes could have an adverse impact on our business, user acquisition, and operating results.Our quarterly results may fluctuate significantly and may not fully reflect the underlying performance of our business, which makes our future results difficult to predict. Our quarterly results of operations, including the levels of our revenue, gross margin, and profitability, may vary significantly in the future and period to period comparisons of our operating results may not be 49Table of Contentsmeaningful. Accordingly, the results of any one quarter should not be relied upon as an indication of future performance. We also have a limited operating history and make pricing and other changes from time to time, all of which make it difficult to forecast our future results. As a result, you should not rely upon our past quarterly operating results as indicators of future performance. Factors that may cause fluctuations in our quarterly financial results include, without limitation, those listed below: â€¢our ability to attract new employers and job seekers; â€¢Paid Employer renewal rates; â€¢Paid Employers purchasing upsell services;â€¢the addition or loss of large Paid Employers, including through acquisitions or consolidations; â€¢the timing of recognition of revenue; â€¢the amount and timing of operating expenses related to the maintenance and expansion of our business, operations and infrastructure; â€¢network outages or security breaches; â€¢general economic, industry and market conditions, including inflationary pressures, a volatile interest rate environment, increasing borrowing costs, actual or perceived instability in the global banking industry and the impacts therefrom, cybersecurity incidents, the U.S. presidential and other federal, state and local elections, and the impacts of the wars in Ukraine and the Middle East; â€¢changes in our pricing policies or those of our competitors; â€¢seasonal variations in sales of our products, which have historically been most pronounced in the fourth quarter of our fiscal year; â€¢the timing and success of new product or service introductions by us or our competitors or any other change in the competitive dynamics of our industry, including consolidation among competitors or strategic partners; and â€¢the timing of expenses related to the development or acquisition of technologies or businesses and potential future charges for impairment of goodwill from acquired companies.Our success depends on our ability to maintain the value and reputation of the ZipRecruiter brand. We believe that our brand is important to attracting and retaining both employers and job seekers. Maintaining, protecting, and enhancing our brand depends largely on the success of our marketing efforts, our ability to provide a compelling job marketplace, including services, features, content, and support related to our marketplace, and our ability to successfully secure, maintain, and defend our rights to use the â€œZipRecruiterâ€ mark, our logo, and other trademarks important to our brand. While we constantly measure the expected returns of specific sales and marketing initiatives and adjust spend levels up or down accordingly, it is not certain that these and any future investments have had or will have sufficient positive impact on our brand awareness, and any reduction in our levels of investments in brand awareness may harm our brand awareness. We believe that the importance of our brand will increase as competition further intensifies and brand promotion activities may require substantial expenditures. Our brand could be harmed if we cannot achieve these objectives or if our public image were to be tarnished by negative publicity. Unfavorable publicity about us could diminish confidence in our marketplace and 50Table of Contentsservices. Such negative publicity also could have an adverse effect on the volume, engagement and loyalty of our employers and job seekers and could have an adverse effect on our business.If we are not able to provide successful enhancements, and new products, services, and features, our business could be adversely affected. The market for job-posting marketplaces is characterized by frequent product and service introductions and enhancements, changing user demands, and rapid technological change. The introduction of products and services embodying new technologies can quickly make existing products and services obsolete and unmarketable. The success of our business will depend, in part, on our ability to adapt and respond effectively and timely to these changes. We invest substantial resources in researching and developing new products and services and enhancing our marketplace by incorporating additional features, improving functionality, and adding other improvements to meet our employersâ€™ and job seekersâ€™ evolving demands in our highly competitive industry. If we cannot provide enhancements and new features or services that achieve market acceptance or that keep pace with rapid technological developments and the competitive landscape, our business could be adversely affected. The success of any enhancements or improvements to, or new features of, our marketplace or any new products and services depends on several factors, including timely completion, competitive pricing, adequate quality testing, integration with new and existing technologies in our marketplace and third-party partnersâ€™ technologies, overall market acceptance, and resulting user activity that is consistent with the intent of such products or services. We cannot be sure that we will succeed, either timely or cost effectively, in developing, marketing, and delivering enhancements or new features, products and services to our marketplace that respond to continued changes in the market for job placement services, nor can we be sure that any enhancements or new features to our existing or any new products and services will achieve market acceptance or produce the intended effect. In addition, if new technologies emerge that allow our competitors to deliver similar services at lower prices, more efficiently, more conveniently, or more securely, such technologies could adversely impact our ability to compete. Additionally, because our marketplace operates on a variety of third-party systems and platforms, we will need to continuously modify and enhance our offerings to keep pace with changes in internet-related hardware, operating systems, cloud computing infrastructure, and other software, communication, browser and open source technologies. We may not be successful in either developing these modifications and enhancements or in bringing them to market timely. Furthermore, uncertainties about the timing and nature of new network platforms or technologies, or modifications to existing platforms or technologies, could increase our research and development expenses. Parts of the technology stack supporting our marketplace may also become difficult to maintain and service as there become fewer software engineers who are skilled with respect to the programming languages used to build such pieces of software. Any failure of our marketplace to operate effectively with future network systems and technologies could reduce the demand for our marketplace, result in user dissatisfaction and adversely affect our business.Issues with the use of artificial intelligence (including machine learning) in our marketplace may result in reputational harm or liability, or could otherwise adversely affect our business.Artificial intelligence, or AI, is enabled by or integrated into some of our marketplace and is a significant element of our business. As with many developing technologies, AI presents risks and challenges that could affect its further development, adoption, and use, and therefore our business. AI algorithms may be flawed. Datasets may be insufficient, of poor quality, or contain biased information. Inappropriate or controversial data practices by data scientists, engineers, andÂ end-usersÂ of our systems or elsewhere (including the integration or use of third-party AI tools) could impair the acceptance of AI solutions and could result in burdensome new regulations that may limit our ability to use existing or new AI technologies. If the recommendations, forecasts, or analyses that AI applications assist in producing are deficient or inaccurate, we could be subject to competitive harm, potential legal liability, and brand or reputational harm. Some AI scenarios present ethical issues. If we enable or offer AI solutions that are controversial because of their purported or real impact on human rights, privacy, employment, or other 51Table of Contentssocial issues, we may experience brand or reputational harm. In addition, we expect that there will continue to be new laws or regulations concerning the use of AI. It is possible that certain governments may seek to regulate, limit, or block the use of AI in our products and services or otherwise impose other restrictions that may affect or impair the usability or efficiency of our products and services for an extended period of time or indefinitely.The forecasts of growth of online recruitment may prove to be inaccurate, and even if the market in which we compete achieves the forecasted growth, we cannot assure you that our business will grow at a similar rate, if at all. Growth forecasts are subject to significant uncertainty and are based on assumptions and estimates that may not ultimately be accurate and are not under our control. The forecasts relating to the expected growth of the online recruitment market may prove to be inaccurate. Even if the market experiences the growth we forecast, we may not grow our business at a similar rate, or at all. Our growth is subject to many factors, including our success in implementing our business strategy, which is subject to many risks and uncertainties. Accordingly, any forecasts of market growth included in this Quarterly Report on Form 10-Q should not be taken as indicative of our future growth.The growth of our marketplace depends in part on the success of our strategic relationships with our Job Distribution Partners and Job Acquisition Partners. To grow our business and the number of job seekers and employers in our marketplace, we anticipate that we will continue to depend, in part, on relationships with Job Distribution Partners and Job Acquisition Partners. Job Distribution Partners are third-party sites who have a relationship with us and advertise jobs from our marketplace, and include job boards, newspaper classifieds, search engines, social networks, talent communities and resume services, while Job Acquisition Partners are third-party sites and ATSs who have a relationship with us and from whom we receive jobs for our marketplace. Our competitors may be effective in providing incentives to these Job Distribution Partners to favor their products or services or to prevent or reduce engagement with our marketplace. In addition, acquisitions of our Job Distribution Partners or Job Acquisition Partners by our competitors could reduce the number of our current and potential employers and job seekers as well as the number of job postings accessible by our marketplace. We cannot guarantee that the Job Distribution Partners and Job Acquisition Partners with which we have strategic relationships will continue to offer the services for which we rely on them, devote the resources necessary to expand our reach, or support an increased number of employers and job seekers and associated use cases. Further, some of our Job Distribution Partners and Job Acquisition Partners offer, or could offer, competing products and services or also work with our competitors. They may also choose to develop alternative products and services in addition to, or in lieu of, our marketplace, either on their own or in collaboration with others, including our competitors.While these relationships have not generated substantial revenue in recent periods and are not expected to generate substantial revenue in the future, they are strategically important in ensuring an appropriate balance of and interaction between jobs and job seekers in our marketplace. If we are unsuccessful in establishing or maintaining our relationships with our Job Distribution Partners and Job Acquisition Partners, or if such Job Distribution Partners or Job Acquisition Partners choose to end their relationships with us, our ability to compete with our competitors and grow our marketplace could be impaired and our operating results may be negatively impacted.Our corporate culture has contributed to our success, and if we cannot maintain this culture as we grow, we could lose the innovation, creativity, and teamwork fostered by our culture, and our business may be harmed. We believe that our corporate culture has been a key contributor to our success. If we do not continue to develop our corporate culture as we grow and evolve, it could harm our ability to foster the innovation, creativity, and teamwork we believe that we need to support our growth. As our organization grows and we are required to implement more complex organizational structures, we may find it increasingly difficult 52Table of Contentsto maintain the beneficial aspects of our corporate culture, which could negatively impact our future success. Furthermore, our restructuring plan enacted in May 2023 may result in increased attrition beyond our intended reduction in force, reduce employee morale, and negatively impact employee recruiting and retention. If we fail to attract new personnel, or fail to retain and motivate our current personnel, our business and growth prospects could be harmed.Additionally, our hybrid working environment may impede our ability to foster a creative environment and adversely affect the productivity of our team members and overall operations, which could have a material adverse effect on our business, results of operations, financial condition, and future prospects. Our return-to-work approach may change at any time, and may vary among geographies.Technological advances may significantly disrupt the labor market and weaken demand for human capital at a rapid rate. Our success is directly dependent on our employersâ€™ demands for talent. As technology continues to evolve, more tasks currently performed by people may be replaced by automation, robotics, AI, including machine learning, and other technological advances outside of our control. This trend poses a risk to the job posting and distribution industry as a whole, particularly in lower-skill job categories that may be more susceptible to such replacement. Our business is seasonal.Our business is seasonal, reflecting typical behavior in hiring markets, where hiring activity tends to decelerate in the fourth quarter. Such seasonality also causes our revenue to vary from quarter to quarter depending on the variability in the overall job market. This seasonality can make forecasting more difficult and may adversely affect our ability to predict financial results accurately.We track certain performance metrics with internal tools and do not independently verify such metrics. Certain of our performance metrics are subject to inherent challenges in measurement, and real or perceived inaccuracies in such metrics may harm our reputation and negatively affect our business.We track certain performance metrics, including Quarterly Paid Employers and Revenue per Paid Employer, which are not independently verified by any third party. Our internal tools have a number of limitations and our methodologies for tracking these metrics may change over time, which could result in unexpected changes to our metrics, including the metrics we report. If the internal tools we use to track these metrics undercount or overcount performance or contain algorithmic or other technical errors, the data we report may not be accurate. In addition, limitations or errors with respect to how we measure data (or the data that we measure) may affect our understanding of certain details of our business, which could affect our long-term strategies. While we periodically implement new or enhanced information systems in order to better manage our business operations, align our global organizations and enable future growth, implementation of new business processes and information systems requires the commitment of significant personnel, training and financial resources, and entails risks to our business operations. If we do not successfully implement information systems improvements, or if there are delays or difficulties in implementing these systems, we may not realize anticipated productivity improvements or cost efficiencies, and may experience interruptions in service and operational difficulties, including our ability to effectively aggregate financial data and report operating results, and otherwise effectively manage our business. If our performance metrics are not accurate representations of our business, user base, or traffic levelsÍ¾ if we discover material inaccuracies in our metricsÍ¾ or if the metrics we rely on to track our performance do not provide an accurate measurement of our business, our reputation may be harmed, we may be subject to legal or regulatory actions, and our operating and financial results could be adversely affected.53Table of ContentsWe derive substantially all of our revenue from job advertisements.We derive substantially all of our revenue from sales of products and services related to the distribution of job advertisements to job seekers across the internet. As such, any factor adversely affecting the sale of these products and services, including market acceptance, product competition, performance and reliability, reputation, price competition, intellectual property claims, legal or regulatory restrictions, and economic and market conditions, could harm our business and operating results. Failure to effectively expand our sales and marketing capabilities could harm our ability to increase our user base and achieve broader market acceptance of our services. Our ability to increase our Paid Employer base and achieve

broader market acceptance of our marketplace will depend significantly on our ability to continue to expand our sales and marketing operations. We plan to continue to expand our sales force and to dedicate significant and increasing resources to sales and marketing programs. We are expanding our sales and marketing capabilities to target additional potential Paid Employers, including some larger organizations, but there is no guarantee that we will be successful in attracting and maintaining these businesses as users, and even if we are successful, these efforts may divert our resources away from and negatively impact our ability to attract and maintain our current Paid Employer base. All of these efforts will require us to invest significant financial and other resources. If we cannot find efficient ways to deploy our marketing spend or to hire, develop, and retain talented sales personnel in numbers required to maintain and support our growth, if our new sales personnel cannot achieve desired productivity levels in a reasonable period of time, or if our sales and marketing programs are not effective, our ability to increase our Paid Employer base and achieve broader market acceptance of our services could be harmed.Paid Employers may demand more configuration and integration services, or customized features and functions that we do not offer, which could adversely affect our business and operating results. Our current and future Paid Employers may demand more configuration and integration services, which would increase our upfront investment in sales and deployment efforts, with no guarantee that these Paid Employers will increase their use of our services. As a result of these factors, we may need to devote a significant amount of sales support and professional services resources to individual Paid Employers, which may increase the cost and time required to complete sales. If prospective Paid Employers require customized features or functions that we do not offer, and that would be difficult for them to deploy themselves, then the market for our marketplace will be more limited and our business could suffer. As a result, we may need to devote resources to continue to develop features and technology which may impact our operating results.Any failure to offer high-quality technical support services may adversely affect our relationships with our Paid Employers and our financial results. Once our products and services are deployed, our Paid Employers depend on our technical support organization to assist Paid Employers with service support and optimization, and resolve technical issues. We may be unable to respond quickly enough to accommodate short-term increases in demand for support services. We also may be unable to modify the format of our support services to compete with changes in support services provided by our competitors. Increased demand for these services, without corresponding revenue, could increase costs and adversely affect our operating results. In addition, our sales process is highly dependent on our services and business reputation and on positive recommendations from our existing Paid Employers. Any failure to maintain high-quality technical support, or a market perception that we do not maintain high-quality support, could adversely affect our reputation, our ability to sell our services to existing and prospective Paid Employers, and our business, operating results and financial position.54Table of ContentsWe have incurred net losses in the past, anticipate increasing our operating expenses in the future, and may not sustain profitability.While we earned net income of $49.1 million, $61.5 million, and $3.6 million for the years ended DecemberÂ 31, 2023, 2022, and 2021, respectively, we have incurred significant net losses in the past, including net losses of $2.6 million and $2.1 million for the three and nine months ended SeptemberÂ 30, 2024, respectively. As of SeptemberÂ 30, 2024, we had an accumulated deficit of $7.6 million. We expect to incur additional expenses in connection with legal, accounting, and other administrative expenses related to operating as a public company in addition to ongoing stock-based compensation expense related to the vesting of our RSUs. Additionally, we expect to make significant future expenditures related to the development and expansion of our business, including investing in our technology to improve our marketplace and investing in sales and marketing channels to enhance our brand promotion efforts. These efforts may prove more expensive than we currently anticipate, and we may not succeed in increasing our revenue sufficiently to offset these higher expenses. If our revenue declines or fails to grow at a rate faster than increases in our operating expenses, we will not be able to maintain profitability in future periods. As a result, we may generate losses. We cannot ensure that we will continue to achieve profitability in the future or that we can sustain profitability.We rely on Amazon Web Services, or AWS, to host our marketplace, and any disruption of service from AWS or material change to our arrangement with AWS could adversely affect our business. We currently host our marketplace and support most of our operations using AWS, a provider of cloud infrastructure services. We do not control the operations of AWSâ€™s facilities. AWSâ€™s facilities are vulnerable to damage or interruption from earthquakes, hurricanes, floods, fires, cyber security attacks, terrorist attacks, power losses, telecommunications failures, and similar events or could be subject to break-ins, computer viruses, sabotage, intentional acts of vandalism, and other misconduct. The occurrence of any of these events, a decision to close the facilities or cease or limit providing services to us without adequate notice, or other unanticipated problems could result in interruptions to our marketplace, which may be lengthy. Our marketplaceâ€™s continuing and uninterrupted performance is critical to our success and employers and job seekers may become dissatisfied by service interruption. Sustained or repeated system failures could reduce the attractiveness of our marketplace to employers and job seekers, cause employers and job seekers to decrease their use of or stop using our marketplace, and adversely affect our business. Moreover, negative publicity from disruptions could damage our reputation.AWS does not have an obligation to renew its agreements with us on commercially reasonable terms, or at all. If we cannot renew our agreement or are unable to renew on commercially reasonable terms, we may experience costs or downtime in connection with the transfer to, or the addition of, new cloud infrastructure or other data center. If these providers charge high costs for or increase the cost of their services, we will experience higher costs to operate our business and may have to increase the fees to use our marketplace and our operating results may be adversely impacted. Upon expiration or termination of our agreement with AWS, we may not be able to replace the services provided to us in a timely manner or on terms and conditions, including service levels and cost, that are favorable to us, and a transition from one vendor to another vendor could subject us to operational delays and inefficiencies until the transition is complete. Switching our operations from AWS to another cloud or other data center provider would also be technically difficult, expensive, and time consuming. Many people are using mobile devices to access the internet. If we cannot optimize our websites for mobile access or offer a compelling mobile app, we may not remain competitive and could lose employers and job seekers. Many employers and job seekers access our marketplace through our mobile website and job seekers also have the ability to access our marketplace through our mobile app. We must ensure that the 55Table of Contentsexperience for our mobile offerings is optimized to ensure a positive experience. It requires us to develop and enhance our offerings to be specifically designed for mobile devices, such as social media job postings. If we cannot optimize our websites and apps cost effectively and improve the monetization capabilities of our mobile services, we may not remain competitive, which may negatively affect our business and results of operations.Additionally, there is no guarantee that job seekers will use our mobile app rather than competing marketplaces. We are dependent on the interoperability of our mobile app with popular third-party mobile operating systems such as Appleâ€™s iOS and Googleâ€™s Android, and their placement in popular app stores like the Apple App Store and Google Play Store, and any changes in such systems that degrade our appsâ€™ functionality or give preferential treatment or app store placement to competitive apps could adversely affect the access and usage of our apps on mobile devices. If it is more difficult for employers and job seekers to access and use our app on their mobile devices, our growth and engagement levels could be harmed.We face risks associated with having operations and employees located in Israel.A significant portion of our technology team is located in Israel. As a result, political, economic and military conditions in Israel may directly affect our business. In October 2023, Hamas conducted several terrorist attacks in Israel resulting in ongoing war throughout the country, as well as significant military activity, loss of life, casualties, damage to property in the region, and the temporary closure of our office in Israel for several days. In addition, some of our employees located in Israel are obligated to perform annual reserve duty in the Israel Defense Forces, and may be called to active military duty in emergency circumstances, including the war against Hamas and other terrorist or military organizations which have subsequently engaged in hostilities with Israel. We cannot assess the impact that emergency conditions in Israel and any escalation or broadening thereof may have on our business, operations, financial condition or results of operations, but the impact of such conditions could be material. For example, instability in the region could directly impact our ability to operate our business (or any local contractorsâ€™ ability to operate their businesses) or cause international currency markets to fluctuate. Additionally, if a significant portion of our employees located in Israel are called for active duty for a significant period of time, or if international political instability and geopolitical tensions continue or increase in the greater Middle East region, our operations, including the development and launch of additional products or services, may be disrupted, which could materially and adversely affect our business and results of operations.Legal and Regulatory RisksIf we or our third-party partners or vendors experience a security breach, such as a hacking or phishing attack, or other data privacy or security incident, our marketplace may be perceived as not being secure, our reputation may be harmed, demand for our marketplace may be reduced, our operations may be disrupted, we may incur significant legal costs or liabilities, and our business could be adversely affected. Our business involves the storage, processing, and transmission of proprietary, confidential, and personal information as well as the use of third-party partners and vendors who also store, process, and transmit such user information. We also maintain certain other proprietary and confidential information relating to our business and personal information of our personnel. We have previously experienced multiple data security incidents involving the unauthorized access to personal information of job seekers utilizing our services (including their resumes) as well as affecting our business clientsâ€™ accounts, some of which have required us to notify affected individuals and/or regulators. Although upon detection of these security incidents we immediately investigate them and have taken steps to reinforce our security practices and enhance our security monitoring and controls, there are no assurances that other data security incidents will not occur in the future. These incidents and any future data security breach, such as a hacking or phishing attack, or other data privacy or security incident, whether intentionally or unintentionally caused by us or by third parties, that we experience could result in: unauthorized access 56Table of Contentsto, misuse of, or unauthorized acquisition of our, our personnelâ€™s, or our usersâ€™ dataÍ¾ the loss, corruption, or alteration of this dataÍ¾ interruptions in our operationsÍ¾ or damage to our computers or systems or those of our users. Any of these could expose us to claims, litigation, fines, other potential liability, and reputational harm. An increasing number of online services have also disclosed security breaches, some of which involved sophisticated and highly targeted attacks, and as our profile and name recognition increase, we may be targeted more frequently. Additionally, malware, viruses, social engineering (including business email compromise), and general hacking in our industry have become more prevalent and more complex. Further, due to the shift to remote and hybrid work, there is an increased risk that we may experience cybersecurity related incidents, including breaches of information systems security, as a result of our employees, service providers, and third parties working remotely on less secure systems.Â Because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently and often are not foreseeable or recognized until launched against a target, we and our third-party partners and vendors may be unable to anticipate these techniques or to implement adequate preventative measures. If an actual or perceived breach of our or our third-party partnersâ€™ or vendorsâ€™ security or privacy or other data privacy or security incident occurs, public perception of the effectiveness of our security measures and brand could be harmed, and we could lose users and business. Data security breaches and other data privacy and security incidents may also result from non-technical means, for example, through human error. Any such security compromise could result in a violation of applicable data privacy, security, breach notification and other laws, regulatory or other governmental investigations, enforcement actions, litigation, and legal and financial exposure, including potential contractual liability. We may need to expend significant resources to protect against, and to address issues created by, security breaches and other privacy and security incidents. These liabilities may exceed the amounts covered by our insurance or our insurance coverage may not extend to or be adequate for liabilities actually incurred, or our insurance may not continue to be available to us on economically reasonable terms, or at all. Any such compromise could also result in damage to our reputation and a loss of confidence in our security measures. Our systems, and the systems of our third-party partners and vendors, may also be vulnerable to computer viruses and other malicious software, physical or electronic break-ins, or weakness resulting from intentional or unintentional service provider actions, and similar disruptions that could make all or portions of our website or applications unavailable for periods of time. Any of these effects could adversely impact our business.We face payment and fraud risks that could adversely impact our business.Requirements in our marketplace relating to user authentication and fraud detection are complex. If our user authentication and fraud detection measures are not effective, our marketplace may be perceived as not being secure, our reputation may be harmed, and our business may be adversely impacted. In addition, bad actors use increasingly sophisticated methods to engage in illegal activities involving personal information, such as unauthorized or fraudulent use of anotherâ€™s identity, payment information, or other informationÍ¾ misrepresentation of the userâ€™s identity or skills, including using accounts that they have purchased, sold, or leasedÍ¾ and acquisition or use of credit or debit card details and bank account information. This conduct in our marketplace could result in any of the following, each of which could adversely impact our business:â€¢bad actors may use our marketplace, including our payment processing and disbursement methods, to engage in unlawful or fraudulent conduct, such as identity theft, money laundering, terrorist financing, fraudulent sale of services, bribery, breaches of security, leakage of data, piracy or misuse of software and other copyrighted or trademarked content, and other misconductÍ¾â€¢we may be held liable for the unauthorized use of an account holderâ€™s credit card or bank account number and required by card issuers or banks to return the funds at issue and pay a chargeback or return fee, and if our chargeback or return rate becomes excessive, credit card networks may 57Table of Contentsalso require us to pay fines or other fees and the California Department of Business Oversight may require us to hold cash reservesÍ¾â€¢we may be subject to additional risk and liability exposure, including for negligence, fraud, or other claims, if employees or third-party service providers fraudulently misappropriate our banking or other information or user informationÍ¾â€¢employers and job seekers that are subjected or exposed to the unlawful or improper conduct of other employers and job seekers or other third parties, or law enforcement or administrative agencies, may seek to hold us responsible for the conduct of employers and job seekers, lose confidence in our marketplace, decrease or cease use of our marketplace, seek to obtain damages and costs, or impose fines and penaltiesÍ¾â€¢we may be subject to additional risk if employers in our marketplace cannot pay hired job seekers for services rendered, as such job seekers may seek to hold us responsible for the employersâ€™ conduct and may lose confidence in our marketplace, decrease or cease use of our marketplace, or seek to obtain damages and costsÍ¾ andâ€¢we may suffer reputational damage as a result of the occurrence of any of the above.Despite measures we have taken to detect, prevent, and mitigate these risks, we do not have control over the employers and job seekers in our marketplace and cannot ensure that any of our measures will stop or minimize the use of our marketplace for, or to further, illegal or improper purposes. We may receive complaints from employers, job seekers and other third parties concerning misuse of our marketplace and wrongful conduct of other employers and job seekers. We may also bring claims against employers and job seekers and other third parties for their misuse of our marketplace in the future. Even if these claims do not result in litigation or are resolved in our favor, these claims, and the time and resources necessary to resolve them, could divert the attention and resources of our management and adversely affect our business and operating results.Changes in laws or regulations relating to data privacy or the protection, collection, storage, processing, transfer, or use of personal data, or AI, or any actual or perceived failure by us to comply with such laws and regulations or our privacy policies, could adversely affect our business.We receive, collect, store, process, transfer, and use personal information and other user data. There are numerous federal, state, local, and international laws and regulations regarding data privacy, data protection, AI (including machine learning), information security, and the collection, storing, sharing, use, processing, transfer, disclosure, and protection of personal information and other content. The scope of these laws and regulations is changing, subject to differing interpretations, and may be inconsistent among countries or between U.S. states, or conflict with other laws and regulations. We are also subject to the terms of our privacy policies and obligations to third parties related to privacy, data protection, AI, and information security. The regulatory framework for privacy, data protection and AI worldwide is uncertain and complex, and these or other actual or alleged obligations may be interpreted and applied in ways we do not anticipate or that are inconsistent from one jurisdiction to another and may conflict with other rules or our practices. Further, any significant change to applicable laws, regulations, or industry practices regarding the collection, use, processing, retention, security, or disclosure of the data of our employers and job seekers, employees, contractors, or others, or their interpretation, or any changes regarding the manner in which the express or implied consent of employers and job seekers for the collection, use, processing, retention, or disclosure of such data must be obtained, could increase our costs and require us to modify our services and features, which may be material or not cost-effective, and may limit our storage and processing of user data or develop new services and features.We also expect that there will continue to be new laws, regulations, and industry standards concerning privacy, data protection, AI, and information security proposed and enacted in various 58Table of Contentsjurisdictions. For example, in 2018, European legislators adopted the General Data Protection Regulation, or the GDPR, which imposes more stringent European Union, or EU, data protection requirements, and provides for significant penalties for noncompliance. The GDPR also confers a private right

of action on data subjects and consumer associations to lodge complaints with supervisory authorities, seek judicial remedies, and obtain compensation for damages resulting from violations of the GDPR. Compliance with the GDPR has been and will continue to be a rigorous and time-intensive process that may increase our cost of doing business or require us to change our business practices, and may subject us to governmental investigations or enforcement actions, fines and penalties, claims, litigation, and reputational harm in connection with any European activities. Further, the United Kingdom, or the UK, has enacted the UK GDPR, which, together with the amended UK Data Protection Act 2018, or DPA, retains the GDPR in UK national law. Fines for certain breaches of the GDPR and the UK data protection regime are significant (e.g., fines for certain breaches of the GDPR or the UK GDPR are up to the greater of 20 million Euros (or 17.5 million GBP under the UK GDPR) or 4% of total global annual turnover). Additionally, the California Consumer Privacy Act, or CCPA, which afforded new data privacy rights for consumers and new operational requirements for companies, came into force in 2020, and also provides for fines for noncompliance. The California Privacy Rights and Enforcement Act of 2020, or CPRA, which took effect on January 1, 2023, further expanded the CCPA with additional data privacy compliance requirements and rights for California consumers, and established a new regulatory agency dedicated to enforcing those requirements and issuing additional rulemaking, including with respect to cybersecurity audits, risk assessment, and automated decisionmaking technology. Comprehensive privacy legislation has also been enacted in more than one-third of U.S. states (with several states going into effect in the near future) and each imposes similar, but not identical, compliance obligations. In addition, several data privacy proposals (including proposed comprehensive legislation) are pending before U.S. federal and state legislative and regulatory bodies, which may impose significant obligations and restrictions. The effects of these laws are potentially significant and may require us to modify our data collection or processing practices and policies and to incur substantial costs and expenses in an effort to comply, and increase our potential exposure to regulatory enforcement and/or litigation. Moreover, several U.S. jurisdictions are looking to regulate specific uses of AI. For example, New York City currently regulates the use of automated employment decision tools by employers and employment agencies, Utah regulates disclosures for the use of generative AI, and Colorado will soon regulate the use of high-risk AI. The costs of compliance with, and other burdens imposed by, the GDPR, the UK GDPR, the DPA, the CCPA, AI regulation, and others may limit the use and adoption of our products and services and could have an adverse impact on our business. As a result, we may need to modify the way we treat, process, or store such information. Further, in July 2023, the SEC adopted new cybersecurity disclosure rules for public companies that require disclosure regarding cybersecurity risk management in Annual Reports on Form 10-K and the disclosure of material cybersecurity incidents in Current Reports on Form 8-K within four business days of determining an incident is material.Any failure or perceived failure by us to comply with our privacy policies, our privacy-related obligations to employers and job seekers, employees, contractors, or other third parties, or any other legal obligations or regulatory requirements relating to privacy, data protection, AI, or information security may result in governmental and regulatory investigations or enforcement and/or assessment notices (for a compulsory audit), orders to cease or change our processing of our data, litigation, claims (including representative actions and other class action type litigation, where individuals have suffered harm), or public statements against us by consumer advocacy groups or others and could result in significant liability, cause our employers and job seekers to lose trust in us, and otherwise have an adverse effect on our reputation and business. Furthermore, the costs of compliance with such laws, regulations and policies may limit the adoption and use of, and reduce the overall demand for, our marketplace.59Table of ContentsFailure to comply with anti-corruption and anti-money laundering laws, including the Foreign Corrupt Practices Act, or FCPA, and similar laws associated with our activities outside of the United States, could subject us to penalties and other adverse consequences. We have voluntarily implemented policies and procedures designed to allow us to comply with U.S. economic sanctions laws and prevent our marketplace from being used to facilitate business in countries or with persons or entities included on designated lists promulgated by the U.S. Department of the Treasuryâ€™s Office of Foreign Assets Control, or OFAC, and equivalent foreign authorities. We may be subject to fines or other penalties in one or more jurisdictions levied by federal, state or local regulators, in the event that we engage in any conduct, intentionally or not, that facilitates money laundering, terrorist financing, or other illicit activity, or that violates sanctions or otherwise constitutes sanctionable activity. Regulators continue to increase their scrutiny of compliance with these obligations, which may require us to further revise or expand our compliance program, including the procedures that we use to verify the identity of our users and to monitor our marketplace for potential illegal activity. In addition, any policies and procedures that we implement to comply with OFAC regulations may not be effective, including in preventing users from using our services within the OFAC-sanctioned countries of North Korea, Syria, Cuba, Iran, Russia, and the breakaway regions of Ukraine (which currently include Crimea, Donetsk and Luhansk), or additional countries or regions that may be included from time-to-time. Given the technical limitations in developing controls to prevent, among other things, the ability of users to publish in our marketplace false or deliberately misleading information or to develop sanctions-evasion methods, it is possible that we may inadvertently and without our knowledge provide services to individuals or entities that have been designated by OFAC or are located in a country subject to an embargo by the United States that may not be in compliance with the economic sanctions regulations administered by OFAC.Consequences for failing to comply with applicable rules and regulations could include fines, criminal and civil lawsuits, forfeiture of significant assets, or other enforcement actions. We could also be required to make changes to our business practices or compliance programs as a result of regulatory scrutiny. In addition, any perceived or actual breach of compliance by us, our employers and job seekers, or payment partners with respect to applicable laws, rules, and regulations could have a significant impact on our reputation and could cause us to lose existing employers and job seekers, prevent us from obtaining new employers and job seekers, cause other payment partners to terminate or not renew their agreements with us, require us to expend significant funds to remedy problems caused by violations and to avert further violations, and expose us to legal risk and potential liability, all of which may adversely affect our business, operating results, and financial condition and may cause the price of our common stock to decline. We are also subject to the FCPA, the U.S. domestic bribery statute contained in 18 U.S.C. Â§ 201, the U.S. Travel Act, and the UK Bribery Act 2010, and may be subject to other anti-bribery, anti-money laundering, and sanctions laws in countries in which we conduct activities or have employers and job seekers. The FCPA prohibits providing, offering, promising, or authorizing, directly or indirectly, anything of value to government officials, political parties, or political candidates for the purposes of obtaining or retaining business or securing any improper business advantage. The provisions of the Bribery Act extend beyond bribery of government officials and create offenses in relation to commercial bribery including private sector recipients. The provisions of the Bribery Act also create offenses for accepting bribes in addition to bribing another person. We face significant risks if we cannot comply with the FCPA, the Bribery Act and other applicable anti-corruption laws. We have implemented an anti-corruption compliance policy, but we cannot ensure that all of our employees, employers and job seekers, and agents, as well as those contractors to which we outsource certain of our business operations, will not take actions in violation of our policies or agreements and applicable law, for which we may be ultimately held responsible. Any violation of the FCPA, the Bribery Act, other applicable anti-corruption laws, and other laws could result in investigations and actions by federal or state attorneys general or foreign regulators, loss of export privileges, severe criminal or civil fines and penalties or other sanctions, forfeiture of significant 60Table of Contentsassets, debarment from government contracts, whistleblower complaints, and adverse media coverage, which could have an adverse effect on our reputation, business, operating results, and prospects. In addition, responding to any enforcement action or internal investigation related to alleged misconduct may result in a significant diversion of managementâ€™s attention and resources and significant defense costs and other professional fees.We are subject to a wide variety of foreign and domestic laws. As we look to expand our international footprint over time and as new domestic laws are implemented, we may become obligated to comply with additional laws and regulations of the countries or markets in which we operate or have employers and job seekers.We and our employers and job seekers are subject to a wide variety of foreign and domestic laws. Laws, regulations, and standards governing issues that may affect us, such as employment, payments, whistleblowing and worker confidentiality obligations, intellectual property, consumer protection, taxation, privacy, data security, AI, benefits, unionizing and collective action, arbitration agreements and class action waiver provisions, unfair competition, terms of service, website accessibility, modern slavery obligations, background checks, and escheatment are often complex and subject to varying interpretations, and, as a result, their application in practice may change or develop over time through judicial decisions or as new guidance or interpretations are provided by regulatory and governing bodies. Many of these laws do not contemplate or address the unique issues of the internet, mobile, and related technologies. Other laws and regulations in response to internet, mobile, and related technologies may also be adopted, implemented, or interpreted to apply to us and other online services marketplaces or our users. Likewise, these laws affect our users, and their application, or uncertainty around their application, may affect demand for our marketplace.Further, in June 2024, the U.S. Supreme Court reversed its longstanding approach under the Chevron doctrine, which provided for judicial deference to regulatory agencies. As a result of this decision, we cannot be sure whether there will be increased challenges to existing agency regulations or how lower courts will apply the decision in the context of other regulatory schemes without more specific guidance from the U.S. Supreme Court. For example, the U.S. Supreme Courtâ€™s decision could significantly impact consumer protection, advertising, privacy, artificial intelligence, anti-corruption and anti-money laundering practices and other regulatory regimes with which we are required to comply.New approaches to policymaking and legislation may also produce unintended harms for our business, which may impact our ability to operate our business in the manner in which we are accustomed. Any of these regulations could negatively impact our users, including perceptions regarding their use of our marketplace, or have a material adverse effect on the demand for job postings in our marketplace or on how we operate our marketplace.As we look to expand our international footprint over time, we may become obligated to comply with additional laws and regulations of the countries or markets in which we operate or have customers or job seekers. We may be harmed if we are found to be subject to new or existing laws and regulations or if those laws are interpreted and applied to us in a manner that harms our business or is inconsistent with the application of U.S. laws, including with respect to those subjects mentioned above. In addition, contractual provisions that are designed to protect and mitigate against risks, including terms of service, arbitration and class action waiver provisions, disclaimers of warranties, limitations of liabilities, releases of claims, and indemnification provisions, could be deemed unenforceable as to the application of these laws and regulations by a court, arbitrator, or other decision-making body. If we cannot comply with these laws and regulations or manage the complexity of global operations and support an international user base successfully or cost effectively, or if these laws and regulations are deemed to apply to our users or cause a decline in demand for our marketplace, our business, operating results, and financial condition could be adversely affected.61Table of ContentsWe plan to expand our international operations which could subject us to additional costs and risks, and our continued expansion internationally may not be successful. We plan to expand our operations internationally in the future. Outside of the United States, we currently have operations in the United Kingdom, Israel, and Canada. There are significant costs and risks inherent in conducting business in international markets, including: â€¢establishing and maintaining effective controls at foreign locations and the associated costs; â€¢adapting our marketplace to non-U.S. employersâ€™ and job seekersâ€™ preferences and customs; â€¢increased competition from local providers; â€¢longer sales or collection cycles in some countries; â€¢compliance with foreign laws and regulations, including data privacy frameworks like the GDPR, UK GDPR and DPA;â€¢adapting to doing business in other languages or cultures; â€¢compliance with local tax regimes, including potential double taxation of our international earnings, and potentially adverse tax consequences due to U.S. and foreign tax laws as they relate to our international operations; â€¢compliance with anti-bribery laws, such as the FCPA and the Bribery Act; â€¢currency exchange rate fluctuations and related effects on our operating results; â€¢economic and political instability in some countries; â€¢the uncertainty of obtaining and protecting intellectual property rights in some countries and practical difficulties of enforcing rights abroad; and â€¢other costs of doing business internationally. These factors and other factors could harm our international operations and, consequently, materially impact our business, operating results, and financial condition.Further, we may incur significant operating expenses as a result of our international expansion, and it may not be successful. We have limited experience with regulatory environments and market practices internationally, and we may not be able to penetrate or successfully operate in new markets. We also have more limited brand recognition in certain parts of the world, leading to delayed acceptance of our marketplace by international employers and job seekers. If we cannot continue to expand internationally and manage the complexity of our global operations successfully, our financial condition and operating results could be adversely affected.Privacy concerns and laws or other domestic or foreign regulations may reduce the effectiveness of our marketplace, disrupt our communication processes, and adversely affect our business. In order to use our marketplace, employers, job seekers, and, to a lesser extent, other third parties including advertisers, partners, and our own employees, entrust us to collect, use, and store their personal information. Our ability to leverage this information and to effectively and efficiently provide our services, including by communicating electronically and otherwise with employers and job seekers of our marketplace, is critical to our business. By way of example, our services may include the sending and receiving of emails, SMS/text messages, in-platform messages, and push notifications on mobile devices. Certain federal, state and foreign government bodies and agencies have adopted, and others are considering adopting, or may adopt in the future, laws and regulations regarding the collection, use, transfer, storage and disclosure of personal information obtained from consumers, customers, 62Table of Contentsemployees, and other individuals, and the conditions under which businesses may communicate with such individuals and other third parties. A determination that there have been violations of laws relating to our practices under communications-based laws, such as the Telephone Consumer Protection Act (TCPA), could also expose us to significant damage awards, fines and other penalties that could, individually or in the aggregate, materially harm our business. In addition, the costs of compliance with, and other burdens imposed by, such laws and regulations that are applicable to the businesses of our employers and job seekers may limit the use of our marketplace and reduce overall demand, or lead to significant fines, penalties or liabilities for any noncompliance with such privacy laws. Moreover, third-party gatekeepers and service providers and their interpretation and application of privacy and data protection laws, rules, regulations, and best practices, may limit, disrupt, or require alteration of our operations, service offerings, and ability to communicate with and among employers and job seekers, and may adversely affect our business.From time to time, we may be subject to legal proceedings, regulatory disputes, and governmental investigations that could cause us to incur significant expenses, divert our managementâ€™s attention, and materially harm our business, financial condition, and operating results. From time to time, we may be subject to claims, lawsuits (including class actions), government investigations, arbitrations and other proceedings involving competition and antitrust, intellectual property, privacy (including claims that the collection or provision of certain information, including personal information, by us or by third parties with whom we interact breached laws or regulations relating to privacy or data protection), consumer protection, securities, tax, labor and employment, commercial disputes, and other matters that could adversely affect our business operations and financial condition. The outcome of any legal proceeding, regardless of its merits, is inherently uncertain. Regardless of the merits, pending or future legal proceedings could result in a diversion of managementâ€™s attention and resources and reputational harm, and we may be required to incur significant expenses defending against these claims or pursuing claims against third parties to protect our rights. If we do not prevail in litigation, we could incur substantial liabilities. We may also determine in certain instances that a settlement may be a more cost-effective and efficient resolution for a dispute. Where we can make a reasonable estimate of the liability relating to pending litigation and determine that it is probable, we record a related liability. As additional information becomes available, we assess the potential liability and revise estimates as appropriate. However, because of uncertainties relating to litigation, the amount of our estimates could be wrong as determining reserves for pending legal proceedings is a complex, fact-intensive process that is subject to judgment calls. The results of legal and regulatory proceedings cannot be predicted with certainty, and determining reserves for pending litigation and other legal and regulatory matters requires significant judgment. There can be no assurance that our expectations will prove correct, and even if these matters are resolved in our favor or without significant cash settlements, these matters, and the time and resources necessary to litigate or resolve them, could harm our business. Any adverse determination related to legal proceedings or a settlement agreement could require us to change our technology or our business practices in costly ways, prevent us from offering certain products or services, require us to pay monetary damages, fines, or penalties, or require us to enter into royalty or licensing arrangements, and could adversely affect our operating results and cash flows, harm our reputation, or otherwise negatively impact our business.Our failure or inability to protect our intellectual property rights, or claims by others that we are infringing upon or unlawfully using their intellectual property, could diminish the value of our brand and weaken our competitive position, and adversely affect our business, financial condition, operating results, and prospects. Our success depends in large part on our proprietary technology and other intellectual property rights, or IPR. We currently rely on a combination of copyright, trademark, trade secret, and unfair competition laws, as

well as confidentiality agreements and procedures and licensing arrangements, to establish and protect our IPR. We currently do not own any patents. We have devoted substantial resources to the development of our proprietary technologies and related processes. To protect our proprietary 63Table of Contentstechnologies and processes, we rely in part on trade secret laws and confidentiality agreements with our employees, licensees, independent contractors, commercial partners, and other advisors. These agreements may not effectively prevent disclosure of confidential information and may not provide an adequate remedy in the event of unauthorized disclosure of confidential information. We cannot be certain that the steps taken by us to protect our IPR will be adequate to prevent infringement of such rights by others. Additionally, the process of obtaining protection for trademarks and other IPR is expensive and time-consuming, and we may not be able to apply for all necessary or desirable trademark and other IPR applications at a reasonable cost or in a timely manner. Additionally, the process of obtaining patent or trademark protection is expensive and time-consuming, and we may not be able to prosecute all necessary or desirable patent applications or apply for all necessary or desirable trademark applications at a reasonable cost or in a timely manner. Moreover, intellectual property protection may be unavailable or limited in some foreign countries where laws or law enforcement practices may not protect our IPR as fully as in the United States, and it may be more difficult for us to successfully challenge the unauthorized use of our IPR by other parties in these countries. Costly and time-consuming litigation could be necessary to enforce and determine the scope of our IPR, and our failure or inability to obtain or maintain IPR protection or otherwise protect our IPR could adversely affect our business. We may in the future be subject to patent infringement and trademark claims and lawsuits in various jurisdictions, and we cannot be certain that our products or activities do not violate the patents, trademarks, or other IPR of third-party claimants. Companies in the technology industry and other patent, copyright, and trademark holders seeking to profit from royalties in connection with grants of licenses own large numbers of patents, copyrights, trademarks, domain names, and trade secrets and frequently commence litigation based on allegations of infringement, misappropriation, or other violations of intellectual property or other rights. As we face increasing competition and gain an increasingly high profile, the likelihood of IPR claims against us has grown and will likely continue to grow. Further, from time to time, we may receive letters from third parties alleging that we are infringing upon their IPR or inviting us to license their IPR. We could also be subject to claims based upon the content that is accessible from our website through links to other websites or information on our website supplied by third parties or claims that our collection of information from third-party sites without a license violates certain federal or state laws or website terms of use. Successful infringement claims against us could result in significant monetary liability, prevent us from selling some of our products and services, or require us to change our branding. In addition, resolution of claims may require us to redesign our products, license rights from third parties at a significant expense, or cease using those rights altogether. We may in the future bring claims against third parties for infringing our IPR. Costs of supporting such litigation and disputes may be considerable, and there can be no assurances that a favorable outcome will be obtained. Patent infringement, trademark infringement, trade secret misappropriation, and other intellectual property claims and proceedings brought against us or brought by us, whether successful or not, could require significant attention of our management and resources and have in the past and could further result in substantial costs, harm to our brand, and have an adverse effect on our business.Adverse tax laws or regulations could be enacted or existing laws could be applied to us or our employers and job seekers, which could increase the costs of our services and adversely impact our business. The application of federal, state, local and international tax laws to services provided electronically is evolving. New income, sales, use or other tax laws, statutes, rules, regulations or ordinances could be enacted at any time (possibly with retroactive effect), and could be applied solely or disproportionately to services provided over the internet. These enactments could adversely affect our sales activity due to the inherent cost increase the taxes would represent and ultimately result in a negative impact on our operating results and cash flows. In addition, existing tax laws, statutes, rules, regulations or ordinances could be interpreted, changed, modified or applied adversely to us (possibly with retroactive effect), which could require us or our employers and job seekers to pay additional tax amounts, as well as require us or our employers and job 64Table of Contentsseekers to pay fines or penalties and interest for past amounts. If we are unsuccessful in collecting such taxes from our employers and job seekers, we could be held liable for such costs, thereby adversely impacting our operating results and cash flows.Furthermore, the Inflation Reduction Act imposes a 1% non-deductible excise tax on the fair market value of any stock repurchased by a publicly traded domestic corporation during any taxable year, with the fair market value of such repurchased stock reduced by the fair market value of certain stock issued by such corporation during such taxable year. This tax applies to our share repurchase program beginning in 2023, where such program is described in the below risk factor titled â€œOur share repurchase program could affect the price of our Class A common stock and increase volatility and may be suspended or terminated at any time, which may result in a decrease in the trading price of our Class A common stock.â€Other Risks Related to Our BusinessOur business is subject to the risk of earthquakes, fire, power outages, floods, public health crises, including pandemics, and other catastrophic events, and to interruption by man-made problems such as terrorism. Our business is vulnerable to damage or interruption from earthquakes, fires, floods, power losses, telecommunications failures, terrorist attacks, acts of war, human errors, break-ins, public health crises such as global pandemics, and similar events. Additionally, the third-party systems and operations, such as the data centers and online services we use in our company operations, are subject to similar risks. Our insurance policies may not cover losses from these events or may provide insufficient compensation that does not cover our total losses. To the extent a significant public health threat, or the related macroeconomic impacts, has an impact on our business, results of operations, and financial condition, it is likely also to have the effect of heightening many of the other risks described in this â€œRisk Factorsâ€ section. Such events have impacted, and could in the future impact, demand for products sold in our marketplace, which in turn could adversely affect our revenue and results of operations. In addition, acts of terrorism, which may be targeted at metropolitan areas that have higher population density than rural areas, could also cause disruptions in our business or the economy as a whole. A significant portion of our technology team is located in Israel, which is located in a region of the world that historically has experienced elevated levels of geopolitical instability (see â€œâ€”We face risks associated with having operations and employees located in Israelâ€ above for additional information regarding risks related to our operations in Israel). Our corporate offices and our primary data center facilities are located in California, a state that frequently experiences earthquakes and wildfires. We may not have sufficient protection or recovery plans. As we rely heavily on our data center facilities, computer and communications systems, and the internet to conduct our business and provide high-quality user service, these disruptions could negatively impact our ability to run our business.Our indebtedness could adversely affect our liquidity and financial condition.We had $550.0Â million of indebtedness (excluding intercompany indebtedness) and $287.6Â million available under our credit facility as of SeptemberÂ 30, 2024. Our indebtedness could have important consequences, including:â€¢making it more difficult for us to satisfy our debt obligations;â€¢limiting our ability to obtain additional financing to fund future working capital, capital expenditures, acquisitions or other general corporate requirements;â€¢requiring a portion of our cash flows to be dedicated to debt service payments instead of other purposes, thereby reducing the amount of cash flows available for working capital, capital expenditures, acquisitions and other general corporate purposes;65Table of Contentsâ€¢increasing our vulnerability to adverse changes in general economic, industry and competitive conditions; andâ€¢increasing our cost of borrowing.In addition, the credit agreement that governs our credit facility and the indenture governing the $550.0Â million aggregate principal amount of our senior unsecured notes that we issued in January 2022 contain restrictive covenants that limit our ability to engage in activities that may be in our long-term best interest. Our failure to comply with those covenants could result in an event of default under the credit agreement that governs our credit facility or the indenture governing the senior unsecured notes which, if not cured or waived, could result in the acceleration of substantially all of our indebtedness.We may not be able to generate sufficient cash to service all of our indebtedness, and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.Our ability to make scheduled payments on or to refinance our debt obligations depends on our financial condition and results of operations, which in turn are subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control. We may not be able to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness.If our cash flows and capital resources are insufficient to fund our debt service obligations, we could face substantial liquidity problems and may be forced to reduce or delay investments and capital expenditures, or to sell assets, seek additional capital or restructure or refinance our indebtedness. Our ability to restructure or refinance our debt will depend on, among other things, the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of existing or future debt instruments may restrict us from adopting some of these alternatives. In addition, any failure to make payments of interest and principal on our outstanding indebtedness on a timely basis would likely result in a reduction of our credit rating, which could harm our ability to incur additional indebtedness. In the absence of such cash flows and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations.Further, the credit agreement governing our credit facility contains, and any future credit facility or other debt instrument may contain, provisions that will restrict our ability to dispose of assets and use the proceeds from any such disposition. We may not be able to consummate those dispositions or to obtain the proceeds that we could realize from them and these proceeds may not be adequate to meet any debt service obligations then due. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations.If we cannot make the scheduled payments on our debt, we will be in default and, as a result, the lenders under our credit facility and the holders of the senior unsecured notes could declare all outstanding principal and interest to be due and payable, the lenders under our credit facility could terminate their commitments to loan money and foreclose against the assets securing the borrowings under such credit facility, and we could be forced into bankruptcy or liquidation, which could result in an adverse impact to your investment in our company.Covenants in our debt agreements may restrict our operations, and if we do not effectively manage our business to comply with these covenants, our financial condition could be adversely impacted.We entered into a Credit Agreement with the lenders named therein, and JPMorgan Chase Bank, N.A., as administrative agent, in April 2021, which provides for a $290.0 million secured line of credit. We also entered into an indenture in January 2022, which governs the senior unsecured notes. The credit facility and the indenture that governs the senior unsecured notes contain various restrictive covenants, 66Table of Contentsincluding, among other things, net leverage ratio requirements, and restrictions on our ability to dispose of assets, make acquisitions or investments, incur debt or liens, make distributions to our stockholders, or enter into certain types of related party transactions. These restrictions may restrict our current and future operations, particularly our ability to respond to certain changes in our business or industry, or take future actions. Pursuant to the credit agreement, we granted the lenders thereto a security interest in substantially all of our assets. See the section titled â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operations â€” Liquidity and Capital Resourcesâ€ for additional information.Our ability to meet these restrictive covenants can be impacted by events beyond our control and we may be unable to do so. Our credit agreement and the indenture governing the senior unsecured notes provides that our breach or failure to satisfy certain covenants constitutes an event of default. Upon the occurrence of an event of default, the lender could elect to declare all amounts outstanding under its debt agreements to be immediately due and payable, and holders of the senior unsecured notes could declare all outstanding principal and interest to be due and payable. In addition, the lender would have the right to proceed against the assets we provided as collateral pursuant to the credit agreement. If the debt under our credit agreement or the senior unsecured notes were to be accelerated, we may not have sufficient cash on hand or be able to sell sufficient collateral to repay such debts, which would have an immediate adverse effect on our business, liquidity, and financial condition. We may engage in merger and acquisition activities, which could require significant management attention, disrupt our business, dilute stockholder value, consume resources that are necessary to sustain our business, and adversely affect our operating results. As part of our business strategy, we may make investments in other companies, products, or technologies. For example, in July 2024, we acquired 100% of the outstanding share capital in Breakroom. Additionally, at any given time, we may be engaged in discussions or negotiations with respect to one or more of these types of transactions. Any acquisition, investment, or business relationship may result in unforeseen or additional operating difficulties, risks, and expenditures. We may not be able to find suitable acquisition candidates and we may not be able to complete acquisitions on favorable terms, if at all. If we do complete acquisitions in the future, we may not ultimately strengthen our competitive position or achieve our goals, and any acquisitions we complete could be viewed negatively by employers and job seekers. In addition, if we cannot successfully integrate such acquisitions, including the Breakroom acquisition, or the assets, technologies or personnel associated with such acquisitions, into our company, the anticipated benefits of any acquisition, investment, or business relationship may not be realized. Additionally, we may be exposed to unknown or additional risks and liabilities.We may in the future seek to acquire or invest in additional businesses, products, technologies, or other assets. We also may enter into relationships with other businesses to expand our marketplace or our ability to provide our marketplace in foreign jurisdictions, which could involve preferred or exclusive licenses, additional channels of distribution, discount pricing, or investments in other companies. Negotiating these transactions can be time consuming, difficult, and expensive, and our ability to close these transactions may often be subject to approvals that are beyond our control. Consequently, these transactions, even if undertaken and announced, may not close. Acquisitions may disrupt our ongoing operations, divert management from their primary responsibilities, dilute our corporate culture, subject us to additional liabilities, increase our expenses, and adversely impact our business, financial condition, operating results, and cash flows. We may not successfully evaluate or use the acquired technology and accurately forecast the financial impact of an acquisition transaction, including accounting charges. We may have to pay cash, incur debt, or issue equity securities to pay for any such acquisition, each of which could affect our financial condition, result in dilution to our stockholders or increase our fixed obligations. We may require additional capital to support business growth and objectives, and this capital might not be available to us on reasonable terms, if at all, and may result in stockholder dilution. We expect that our existing cash, cash equivalents, and marketable securities will be sufficient to meet our anticipated cash needs for the foreseeable future. However, we intend to continue to make 67Table of Contentsinvestments to support our business growth and may require additional capital to fund our business and to respond to competitive challenges, including the need to promote and enhance our marketplace, develop new products and services, enhance our operating infrastructure, and potentially to acquire complementary businesses and technologies. Accordingly, we may need to engage in equity or debt financings to secure additional funds. There can be no assurance that such additional funding will be available on terms attractive to us, or at all. Our inability to obtain additional funding when needed could have an adverse effect on our business, financial condition, and operating results. If additional funds are raised through the issuance of equity or convertible debt securities, holders of our Class A common stock could suffer significant dilution, and any new shares we issue could have rights, preferences, and privileges superior to those of our Class A common stock. Additionally, a substantial number of shares of our common stock are available for future sale pursuant to stock options, RSUs, or issuance pursuant to our equity incentive plans and employee stock purchase plan. Any debt financing secured by us in the future could involve restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions.The requirements of being a public company, including maintaining adequate internal control over our financial and management systems, may strain our resources, divert managementâ€™s attention, and affect our ability to attract and retain executive management and qualified board members.We are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, the rules subsequently implemented by the SEC, the rules and regulations of the listing standards of the New York Stock Exchange and other applicable securities rules and regulations. Compliance with these rules and regulations has increased our legal and financial compliance costs and strains our financial and management systems, internal controls, and employees.The Exchange Act requires, among other things, that we file annual, quarterly, and current reports with respect to our business and operating results. Moreover, the Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures, and internal control over financial reporting. We are required to make a formal assessment and provide an annual management report on the effectiveness of our internal control over financial reporting. We have not identified any material weaknesses in our internal control over financial reporting during 2023, 2022 and 2021. However, to maintain and, if required, improve our disclosure controls and procedures, and internal control over financial reporting to meet the standards of the Sarbanes-Oxley Act, additional and potentially significant resources and management oversight may be required.Further, weaknesses in our disclosure controls and internal control over financial reporting may be discovered in the future. Any failure to develop or maintain effective controls or

any difficulties encountered in their implementation or improvement could harm our business or cause us to fail to meet our reporting obligations and may result in a restatement of our financial statements for prior periods. Any failure to implement and maintain effective internal control over financial reporting could adversely affect the results of periodic management evaluations and annual independent registered public accounting firm attestation reports regarding the effectiveness of our internal control over financial reporting that we are required to include in our periodic reports filed with the SEC. Ineffective disclosure controls and procedures and internal control over financial reporting could also cause investors to lose confidence in our reported financial and other information, which would likely have a negative effect on our stock price. The new rules and regulations applicable to public companies, and stockholder litigation brought against recently public companies, have made it more expensive for us to obtain and maintain director and officer liability insurance, and we may be required to incur substantially higher costs to obtain and maintain the same or similar coverage. 68Table of ContentsOur management team has limited experience managing a public company.Most members of our management team have limited experience managing a publicly traded company, interacting with public company investors, and complying with the increasingly complex laws pertaining to public companies. We are subject to significant regulatory oversight and reporting obligations under the federal securities laws and the continuous scrutiny of securities analysts and investors. These obligations and constituents require significant attention from our senior management and could divert their attention away from the day-to-day management of our business, which could adversely affect our business, financial condition, and operating results.Our reported financial results may be adversely affected by changes in accounting principles generally accepted in the United States. Generally accepted accounting principles in the United States are subject to interpretation by the Financial Accounting Standards Board (FASB), the SEC, and various bodies formed to promulgate and interpret appropriate accounting principles. A change in these principles or interpretations could have a significant effect on our reported financial results and could affect the reporting of transactions completed before the announcement of a change.If our estimates or judgments relating to our critical accounting policies prove to be incorrect, our operating results could be adversely affected. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. The results of these estimates form the basis for making judgments about the carrying values of assets, liabilities, and stockholdersâ€™ equity/deficit, and the amount of revenue and expenses that are not readily apparent from other sources. Our operating results may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our operating results to fall below the expectations of securities analysts and investors, resulting in a decline in the price of our Class A common stock.Fluctuations in currency exchange rates could harm our operating results and financial condition. Transactions generated in countries other than the United States as well as those incurred by our international subsidiaries are often denominated in the currencies of the local countries. As a result, our consolidated U.S. dollar financial statements are subject to fluctuations due to changes in exchange rates as the financial results of our international subsidiaries are translated from local currencies into U.S. dollars. Our financial results are also subject to changes in exchange rates that impact the settlement of transactions in non-local currencies. To date, we have not engaged in currency hedging activities to limit the risk of exchange fluctuations and, as a result, our financial condition and operating results could be adversely affected by such fluctuations.Risks Related to the Ownership of Our Class A Common StockMarket volatility may affect the value of an investment in our Class A common stock and could subject us to litigation.Technology stocks have historically experienced high levels of volatility. The price of our Class A common stock also could be subject to wide fluctuations in response to the risk factors described in this Quarterly Report on Form 10-Q and others beyond our control, including:â€¢the number of shares of our Class A common stock and Class B common stock publicly owned and available for trading;â€¢actual or anticipated fluctuations in our financial condition, operating results and other operating and non-GAAP metrics;69Table of Contentsâ€¢our actual or anticipated operating performance and the operating performance of our competitors;â€¢changes in the projected operational and financial results we provide to the public or our failure to meet those projections;â€¢any major change in our board of directors, management, or key personnel;â€¢the impact of, including but not limited to, market volatility and macroeconomic conditions such as inflation and any recession;â€¢rumors and market speculation involving us or other companies in our industry;â€¢announcements by us or our competitors of significant innovations, new products, services, features, integrations or capabilities, acquisitions, strategic investments, partnerships, joint ventures, or capital commitments;â€¢lawsuits threatened or filed against us;â€¢other events or factors, including those resulting from a pandemic, war, incidents of terrorism, natural disasters, or responses to these events; andâ€¢sales or expected sales of our Class A common stock by us, and our officers, directors, and principal stockholders.Furthermore, the stock market has recently experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies and financial services and technology companies in particular. These fluctuations often have been unrelated or disproportionate to the operating performance of those companies. These broad market and industry fluctuations, as well as general economic, political, and market conditions such as recessions, interest rate changes, or international currency fluctuations, may negatively impact the market price of our Class A common stock. In the past, companies that have experienced volatility in the market price of their stock have been subject to securities class action litigation. We may be the target of this type of litigation in the future. Securities litigation against us could result in substantial costs and divert our managementâ€™s attention from other business concerns, which could harm our business.The dual class structure of our common stock concentrates voting control with those stockholders who held our capital stock prior to our listing, including our directors, executive officers, and 5% stockholders. This ownership will limit or preclude your ability to influence corporate matters, including the election of directors and the approval of any change of control transaction. Our Class B common stock has twenty votes per share and our Class A common stock has one vote per share. As of SeptemberÂ 30, 2024, the holders of our outstanding Class B common stock beneficially owned approximately 23.2% of our outstanding common stock as a class and held approximately 85.8% of the voting power of our outstanding common stock as a class. Because of the twenty-to-one voting ratio between our Class B and Class A common stock, the holders of our Class B common stock collectively control a substantial majority of the combined voting power of our common stock and therefore are able to control all matters submitted to our stockholders for approval until the earliest of (1) the first business day falling on or after 180 days after the date on which Ian Siegel beneficially owns less than 4,000,000 shares of Class B common stock, (2) the date which is (a) 90 days after the date of death or disability of Mr. Siegel or (b) such later date, not to exceed a total period of 180 days after the date of death or disability of Mr. Siegel, as may be approved prior to the date that is 90 days after the date of death or disability of Mr. Siegel by a majority of our independent directors then in office, and (3) the first business day falling on or after the date on which Mr. Siegel elects to convert all then-outstanding shares of Class B common stock into shares of Class A common stock. This concentrated control limits or precludes your ability to influence corporate matters for the foreseeable future, including the election of 70Table of Contentsdirectors, amendments of our organizational documents, and any merger, consolidation, sale of all or substantially all of our assets, or other major corporate transaction requiring stockholder approval. In addition, this may prevent or discourage unsolicited acquisition proposals or offers for our capital stock that you may feel are in your best interest as one of our stockholders.Future transfers by holders of Class B common stock will generally result in those shares converting to Class A common stock, subject to limited exceptions, such as certain permitted transfers, including certain transfers to family members, trusts solely for the benefit of the stockholder or their family members, affiliates under common control with the stockholder, and partnerships, corporations, and other entities exclusively owned by the stockholder or their family members, in each case as fully described in our amended and restated certificate of incorporation, as amended. The conversion of Class B common stock to Class A common stock will have the effect, over time, of increasing the relative voting power of those holders of Class B common stock who retain their shares in the long term.The dual class structure of our common stock may adversely affect the trading market for our Class A common stock. Several stockholder advisory firms and large institutional investors oppose the use of multiple class structures. As a result, the dual class structure of our common stock may cause stockholder advisory firms to publish negative commentary about our corporate governance practices or otherwise seek to cause us to change our capital structure and may result in large institutional investors not purchasing shares of our Class A common stock. Any actions or publications by stockholder advisory firms or institutional investors critical of our corporate governance practices or capital structure could also adversely affect the value of our Class A common stock.Our share repurchase program could affect the price of our Class A common stock and increase volatility and may be suspended or terminated at any time, which may result in a decrease in the trading price of our Class A common stock.As of SeptemberÂ 30, 2024, the board of directors has authorized us to repurchase up to $550.0 million of our common stock through open market or privately negotiated transactions, block purchases, or pursuant to one or more Rule 10b5-1 plans, in compliance with applicable securities laws and other legal requirements. The timing and actual number of shares repurchased will depend on a variety of factors including price, market conditions, corporate and regulatory requirements, and other investment opportunities. Approximately $25.8 million remains available for future repurchases under our $550.0 million share repurchase program as of SeptemberÂ 30, 2024.Repurchases pursuant to our share repurchase program could affect the price of our Class A common stock and increase its volatility. The existence of our share repurchase program could also cause the price of our Class A common stock to be higher than it would be in the absence of such a program and could reduce the market liquidity for our Class A common stock. Additionally, repurchases under our share repurchase program will diminish our cash reserves, which could impact our ability to further develop our business and service our indebtedness. There can be no assurance that any repurchases will enhance stockholder value because the market price of our Class A common stock may decline below the levels at which we repurchased such shares. Any failure to repurchase shares after we have announced our intention to do so may negatively impact our reputation and investor confidence in us and may negatively impact our Class A common stock price. Although our share repurchase program is intended to enhance long-term stockholder value, short-term price fluctuations could reduce the programâ€™s effectiveness.If securities or industry analysts do not publish research, or publish inaccurate or unfavorable research, about our business or our future prospects, the price of our Class A common stock and trading volume could decline. The trading market for our Class A common stock depends in part on the research and reports that securities or industry analysts publish about us or our business, our market, and our competitors. We do 71Table of Contentsnot have control over these securities analysts. If one or more of the analysts who cover us downgrade our Class A common stock or publish inaccurate or unfavorable research about our business, our Class A common stock price would likely decline. If one or more of these analysts cease coverage of us or cannot publish reports on us regularly, demand for our Class A common stock could decrease, which might cause our Class A common stock price and trading volume to decline.We do not intend to pay dividends for the foreseeable future. We have never declared or paid any cash dividends on our common stock and do not intend to pay any cash dividends in the foreseeable future. Additionally, our ability to pay dividends on our common stock is limited by the restrictions under the terms of our credit agreement. We anticipate that for the foreseeable future we will retain all of our future earnings for use in the development of our business and for general corporate purposes. Any determination to pay dividends in the future will be at the discretion of our board of directors. Accordingly, investors must rely on sales of their Class A common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments.Provisions in our charter documents and under Delaware law could make an acquisition of us, which may be beneficial to our stockholders, more difficult and may limit attempts by our stockholders to replace or remove our current management. Provisions in our amended and restated certificate of incorporation, as amended, and amended and restated bylaws may have the effect of delaying or preventing a merger, acquisition, or other change of control of our company that the stockholders may consider favorable. In addition, because our board of directors is responsible for appointing the members of our management team, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors. Among other things, our amended and restated certificate of incorporation, as amended, and amended and restated bylaws include provisions that:â€¢provide that our board of directors will be classified into three classes of directors with staggered three-year terms;â€¢permit the board of directors to establish the number of directors and fill any vacancies and newly created directorships;â€¢require super-majority voting to amend some provisions in our amended and restated certificate of incorporation, as amended, and amended and restated bylaws, including provisions relating to the classified board, the size of the board, removal of directors, special meetings, actions by written consent, and designation of our preferred stock;â€¢authorize the issuance of â€œblank checkâ€ preferred stock that our board of directors could use to implement a stockholder rights plan;â€¢provide that only the chairman of our board of directors, our chief executive officer, our lead independent director, or a majority of our board of directors will be authorized to call a special meeting of stockholders;â€¢eliminate the ability of our stockholders to call special meetings of stockholders;â€¢prohibit cumulative voting;â€¢provide that directors may only be removed â€œfor causeâ€ and only with the approval ofÂ two-thirdsÂ of our stockholders;â€¢provide for a dual class common stock structure in which holders of our ClassÂ B common stock may have the ability to control the outcome of matters requiring stockholder approval, even if they 72Table of Contentsown significantly less than a majority of the outstanding shares of our common stock, including the election of directors and significant corporate transactions, such as a merger or other sale of our company or its assets;â€¢prohibit stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders;â€¢provide that the board of directors is expressly authorized to make, alter, or repeal our bylaws; andâ€¢establish advance notice requirements for nominations for election to our board of directors or for proposing matters that can be acted upon by stockholders at annual stockholder meetings.Moreover, SectionÂ 203 of the Delaware General Corporate Law, or DGCL, may discourage, delay, or prevent a change in control of our company. SectionÂ 203 imposes certain restrictions on mergers, business combinations, and other transactions between us and holders of 15% or more of our common stock. See the section titled â€œDescription of Class A Common Stockâ€ in Exhibit 4.6 to the 2023 Form 10-K for additional information. In addition, under the indenture governing the senior unsecured notes, if certain â€œchange of controlâ€ events occur, each holder of the notes may require us to repurchase all of such holderâ€™s notes at a purchase price equal to 101% of the principal amount of such notes. Additionally, our credit facility provides for an event of default upon the occurrence of certain specified â€œchange of controlâ€ events.Our amended and restated certificate of incorporation, as amended, and our amended and restated bylaws contain exclusive forum provisions for certain claims, which could limit our stockholdersâ€™ ability to obtain a favorable judicial forum for disputes with us or our directors, officers, or employees.Our amended and restated certificate of incorporation, as amended, to the fullest extent permitted by law, provides that the Court of Chancery of the State of Delaware will be the exclusive forum for any derivative action or proceeding brought on our behalf; any action asserting a breach of fiduciary duty; any action asserting a claim against us arising pursuant to the DGCL, our amended and restated certificate of incorporation, as amended, or our amended and restated bylaws; or any action asserting a claim against us that is governed by the internal affairs doctrine.Moreover, Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all claims brought to enforce any duty or liability created by the Securities Act or the rules and regulations thereunder and our amended and restated bylaws provide that the U.S. federal district courts will, to the fullest extent permitted by law, be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act, or a Federal Forum Provision. Our decision to adopt a Federal Forum Provision followed a decision by the Supreme Court of the State of Delaware holding that such provisions are facially valid under Delaware law. While there can be no assurance that federal or state courts will follow the holding of the Delaware Supreme Court or determine that the Federal Forum Provision should be enforced in a particular case, application of the Federal Forum Provision means that suits brought by our stockholders to enforce any duty or liability created by the Securities Act must be brought in federal court and cannot be brought in state court. Section 27 of the Exchange Act creates exclusive federal jurisdiction over all claims brought to enforce any duty or liability created by the Exchange Act or the rules and regulations thereunder and neither the exclusive forum provision nor the Federal Forum Provision applies to suits brought to enforce any duty or liability created by the Exchange Act. Accordingly, actions by our stockholders to enforce any duty or liability created by the Exchange Act or the rules and regulations thereunder must be brought in federal court. Our stockholders will not be deemed to have waived our compliance with the federal securities laws and the regulations promulgated thereunder.Any person or entity purchasing or otherwise acquiring or holding any interest in any of our securities will be deemed to have notice of and consented to our exclusive forum provisions, including the Federal 73Table of ContentsForum Provision. These provisions may limit our stockholdersâ€™ ability to bring a claim in a judicial forum they find favorable for disputes with us or our directors, officers, or other employees, which may discourage lawsuits against us and our directors, officers, and other employees. Alternatively, if a

court were to find the choice of forum provision contained in our amended and restated certificate of incorporation, as amended, or amended and restated bylaws to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our business, operating results, and financial condition.Item 2. Unregistered Sales of Equity Securities and Use of ProceedsPurchases of Equity Securities by the Issuer and Affiliated PurchasersShare repurchase activity during the three months ended SeptemberÂ 30, 2024 was as follows (in thousands, except per share amounts):PeriodTotal Number of Shares PurchasedAverage Price Paid Per ShareTotal Number of Shares Purchased as Part of Publicly Announced Plans or ProgramsApproximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs (1)July 1, 2024 to July 31, 2024â€”Â â€”Â â€”Â August 1, 2024 to August 31, 2024Open market repurchases1,943Â $8.79Â 1,943Â September 1, 2024 to September 30, 2024Open market repurchases586Â $9.39Â 585Â Total2,529Â $25,815Â _____(1)The board of directors has authorized us to repurchase up to $550.0 million of our common stock under our share repurchase program, of which, as of SeptemberÂ 30, 2024, $524.2 million had been utilized. The remaining $25.8 million in the table represents the amount available to repurchase shares under the share repurchase program as of SeptemberÂ 30, 2024. We may repurchase shares of common stock through open market or privately negotiated transactions, block purchases, or pursuant to one or more Rule 10b5-1 plans. The share repurchase program has no expiration date and will continue until otherwise suspended, terminated, or modified at any time for any reason by the board of directors. For more information, see NoteÂ 10Â â€“ Share Repurchase Program to our condensed consolidated financial statements included in this report.Item 3. Defaults Upon Senior SecuritiesNone.Item 4. Mine Safety DisclosuresNot applicable.Item 5. Other InformationDuring the quarter ended SeptemberÂ 30, 2024, the following individuals serving as a director and/or an officer (as defined in Rule 16a-1(f) of the Exchange Act) of our company adopted or terminated a trading plan for the purchase or sale of our securities as described in Item 408 of Regulation S-K. The material terms of these plans, each of which is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) of the Exchange Act (the â€œRule 10b5-1 Plansâ€), are as follows:â¢On September 9, 2024, The Siegel Family Trust dtd 11/7/2005, affiliated with Ian Siegel, our Chief Executive Officer, adopted a Rule 10b5-1 Plan for the potential sale of up to 703,452 shares of common stock. The planâ€™s expiration date is December 22, 2025.74Table of Contentsâ¢On September 10, 2024, Amy Garefis, our Executive Vice President, Chief People Officer, adopted a Rule 10b5-1 Plan for the potential sale of up to 163,306 shares of common stock. The planâ€™s expiration date is March 31, 2026.â¢On September 11, 2024, Ryan Sakamoto, our Executive Vice President, Chief Legal Officer, adopted a Rule 10b5-1 Plan for the potential sale of up to 71,575 shares of common stock. The planâ€™s expiration date is March 31, 2026.â¢On September 12, 2024, The Yarbrough Family Trust, affiliated with Timothy Yarbrough, our Executive Vice President, Chief Financial Officer, adopted a Rule 10b5-1 Plan for the potential sale of up to 292,027 shares of common stock. The planâ€™s expiration date is March 31, 2026.â¢On September 13, 2024, David Travers, our President, adopted a Rule 10b5-1 Plan for the potential sale of up to 423,290 shares of common stock. The planâ€™s expiration date is December 31, 2025.Each of the 10b5-1 Plans included a representation from the officer to the broker administering the plan that they were not in possession of any material nonpublic information regarding our company or the securities subject to the plan. A similar representation was made to us in connection with the adoption of the plan under our insider trading policy. Those representations were made as of the date of adoption of the 10b5-1 Plans, and speak only as of that date. In making those representations, there is no assurance with respect to any material nonpublic information of which the officer was unaware, or with respect to any material nonpublic information acquired by the officer or us after the date of the representation.75Table of ContentsItem 6. ExhibitsIncorporated by ReferenceFiled or Furnished HerewithExhibit NumberDescriptionFormFile No.ExhibitFiling Date3.1Sixth Amended and Restated Certificate of Incorporation, as amended.10-Q001-404063.18/07/20243.2Amended and Restated Bylaws.8-K001-404063.14/27/202310.1Augmenting Lender Supplement, dated as of July 8, 2024, by and among ZipRecruiter, Inc., Wells Fargo Bank, National Association, and JPMorgan Chase Bank, N.A., as administrative agent.10-Q001-4040610.18/07/202410.2Office Lease, dated as of October 15, 2024, between SMBP LLC and ZipRecruiter, Inc.X31.1Certification of Principal Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002X31.2Certification of Principal Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002X32.1Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002X32.2Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002X101.INSInline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the inline XBRL document.X101.SCHXBRL Taxonomy Extension Schema DocumentX101.CALXBRL Taxonomy Extension Calculation Linkbase DocumentX101.DEFXBRL Taxonomy Extension Definition Linkbase DocumentX101.LABXBRL Taxonomy Extension Label Linkbase DocumentX76Table of Contents101.PREXBRL Taxonomy Extension Presentation Linkbase DocumentX104The cover page from this Quarterly Report on Form 10-Q, formatted in Inline XBRL.X77Table of ContentsSignaturesPursuant to the requirements of the Securities Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in Santa Monica, California, on NovemberÂ 6, 2024.ZIPRECRUITER, INC.By:/s/ Ian SiegelIan SiegelChief Executive OfficerBy:/s/ Timothy YarbroughTimothy YarbroughExecutive Vice President, Chief Financial Officer78 EX-10.2 2 ex102-ziprecruitersmbpxoff.htm EX-10.2 DocumentExhibit 10.2OFFICE LEASESANTA MONICA BUSINESS PARK3000 Ocean Park Blvd.SMBP LLC,a Delaware limited liability company,as Landlord, andZIPRECRUITER, INC.,a Delaware corporation,as Tenant.ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.TABLE OF CONTENTSARTICLE 1Â Â Â Â PREMISES, BUILDING, PROJECT, AND COMMON AREAS4ARTICLE 2Â Â Â Â LEASE TERM; EXTENSION OPTION6ARTICLE 3Â Â Â Â BASE RENT6ARTICLE 4Â Â Â Â ADDITIONAL RENT7ARTICLE 5Â Â Â Â USE OF PREMISES17ARTICLE 6Â Â Â Â SERVICES AND UTILITIES19ARTICLE 7Â Â Â Â REPAIRS AND MAINTENANCE23ARTICLE 8Â Â Â Â ADDITIONS AND ALTERATIONS25ARTICLE 9Â Â Â Â COVENANT AGAINST LIENS26ARTICLE 10Â Â Â Â INDEMNIFICATION AND INSURANCE27ARTICLE 11Â Â Â Â DAMAGE AND DESTRUCTION31ARTICLE 12Â Â Â Â NONWAIVER33ARTICLE 13Â Â Â Â CONDEMNATION34ARTICLE 14Â Â Â Â ASSIGNMENT AND SUBLETTING35ARTICLE 15Â Â Â Â SURRENDER OF PREMISES40ARTICLE 16Â Â Â Â HOLDING OVER40ARTICLE 17Â Â Â Â ESTOPPEL CERTIFICATES; FINANCIAL STATEMENTS41ARTICLE 18Â Â Â Â SUBORDINATION AND MORTGAGEES41ARTICLE 19Â Â Â Â EVENTS OF DEFAULT; REMEDIES42ARTICLE 20Â Â Â Â COVENANT OF QUIET ENJOYMENT45ARTICLE 21Â Â Â Â LETTER OF CREDIT45(i)ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.ARTICLE 22Â Â Â Â INTENTIONALLY OMITTED49ARTICLE 23Â Â Â Â SIGNS49ARTICLE 24Â Â Â Â COMPLIANCE WITH LAW50ARTICLE 25Â Â Â Â LATE CHARGES51ARTICLE 26Â Â Â Â LANDLORD'S RIGHT TO CURE DEFAULT; PAYMENTS BY TENANT51ARTICLE 27Â Â Â Â ENTRY BY LANDLORD52ARTICLE 28Â Â Â Â TENANT PARKING AND TRANSPORTATION52ARTICLE 29Â Â Â Â MISCELLANEOUS PROVISIONS53EXHIBITSEXHIBIT AÂ Â Â Â Â Â Â Â Â OUTLINE OF PREMISESEXHIBIT BÂ Â Â Â Â Â Â Â Â TENANT WORK LETTEREXHIBIT CÂ Â Â Â Â Â Â Â Â NOTICE OF LEASE TERM DATESEXHIBIT DÂ Â Â Â Â Â Â Â Â RULES AND REGULATIONSEXHIBIT EÂ Â Â Â Â Â Â Â Â FORM OF TENANT'S ESTOPPEL CERTIFICATEEXHIBIT FÂ Â Â Â Â Â Â Â Â EXTENSION OPTIONEXHIBIT GÂ Â Â Â Â Â Â Â Â RESERVED PASSES LOCATIONEXHIBIT HÂ Â Â Â Â Â Â Â Â ACCEPTABLE FORMS OF INSURANCE CERTIFICATEEXHIBIT IÂ Â Â Â Â Â Â Â Â JANITORIAL SPECIFICATIONSEXHIBIT JÂ Â Â Â Â Â Â Â Â ACM DISCLOSURE STATEMENTEXHIBIT KÂ Â Â Â Â Â Â Â Â FORM LETTER OF CREDIT(ii)ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.OFFICE LEASEThis Office Lease (the "Lease"), dated as of the Effective Date set forth in SectionÂ 1 of the Summary of Basic Lease Information below (the "Summary"), is made by and between SMBP LLC, a Delaware limited liability company ("Landlord"), and ZIPRECRUITER, INC., a Delaware corporation ("Tenant"). The Tenant originally named in the foregoing sentence may be referred to in this Lease as the "Original Tenant". SUMMARY OF BASIC LEASE INFORMATIONTERMS OF LEASEDESCRIPTION1.Â Â Â Â "Effective Date":October 15, 2024.2.Â Â Â Â Premises; Building; Project:Â Â Â Â (ArticleÂ 1)2.1Â Â Â Â "Premises":24,936 rentable square feet of space comprising the entire third (3rd) floor of the Building and commonly known as Suite 3000, as further set forth in ExhibitÂ A to the Office Lease.2.2Â Â Â Â "Building":The three (3)-story office building located at 3000 Ocean Park Blvd., Santa Monica, California 90405. 2.3Â Â Â Â "Project":The office development, commonly referred to as Santa Monica Business Park and consisting of the Building, the Common Areas, other buildings and land upon which such development is located. 3.Â Â Â Â Lease Term(ArticleÂ 2):3.1Â Â Â Â "Lease Term":The period of sixty-five (65) full calendar months beginning on the Lease Commencement Date (as defined below) and ending on the Lease Expiration Date (as defined below). 3.2Â Â Â Â "Lease Commencement Date":The later to occur of (i) sixty (60) days after the "Possession Date" as that term is defined in Section 1.1.2 of this Lease and (ii)Â "Substantial Completion of the Tenant Improvements" (as defined in the Tenant Work Letter), provided that in no event shall the Lease Commencement Date be deemed to occur prior to June 1, 2025.3.3Â Â Â Â "Lease Expiration Date":The last day of the sixty-fifth (65th) full calendar month following the Lease Commencement Date.3.4Â Â Â Â Option Term:Tenant has one (1) option (the "Extension Option") to extend the Lease Term for a period of five (5)-years (the "Option Term"), as more particularly set forth in SectionÂ 2.2 and ExhibitÂ F of this Lease.ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.4.Â Â Â Â Base Rent (ArticleÂ 3):Period of Lease TermAnnualBase Rent*MonthlyInstallmentof Base Rent*AnnualRental Rateper RentableSquare Foot***Lease Months 1 â€“ 12Â Â Â Â $1,481,198.40Â Â Â Â $123,433.20Â Â Â Â $59.40Lease Months 13 â€“ 24Â Â Â Â $1,525,634.35Â Â Â Â $127,136.20Â Â Â Â $61.18Lease Months 25 â€“ 36Â Â Â Â $1,571,403.38Â Â Â Â $130,950.28Â Â Â Â $63.02Lease Months 37 â€“ 48Â Â Â Â $1,618,545.48Â Â Â Â $134,878.79Â Â Â Â $64.91Lease Months 49 â€“ 60Â Â Â Â $1,667,101.84Â Â Â Â $138,925.15Â Â Â Â $66.86Lease Months 61 â€“ 65Â Â Â Â $1,717,114.90Â Â Â Â $143,092.91Â Â Â Â $68.86*Â Â Â Â Subject to the terms set forth in Section 3.2 below, Tenant shall not be obligated to pay the monthly Base Rent for each of the first five (5) full calendar months of the Lease Term.**Â Â Â Â The amounts identified in the column entitled "Annual Rental Rate per Rentable Square Foot" are rounded amounts and are provided for informational purposes only.5.Â Â Â Â "Base Year"(ArticleÂ 4): Calendar year 2026.6.Â Â Â Â "Tenant's Share"(ArticleÂ 4):Approximately 36.13% of the Building, subject to allocation for Project-wide Direct Expenses in accordance with SectionÂ 4.3, below. 7.Â Â Â Â Permitted Use(ArticleÂ 5):Tenant shall use the Premises solely for general office use (including company meetings, executive briefings, and employee training), and other lawful uses incidental thereto, such incidental uses may include typical office kitchen and breakroom uses that do not require venting, meeting rooms and supporting data center and server rooms, all consistent with first-class office standards in the market in which the Project is located, and subject to the other terms and conditions of this Lease (the "Permitted Use").8.Â Â Â Â Letter of Credit Amount(ArticleÂ 21): $1,000,000.00, subject to reduction as provided in Section 21.11 below.9.Â Â Â Â Parking Passes(ArticleÂ 28):Tenant shall have the right, but not the obligation, to rent up to 121 unreserved parking passes and 5 reserved parking passes pertaining to the Tenant Parking Area (as defined in Article 28 below). Additional detail is provided in Article 28 of this Lease.10.Â Â Â Â Address of Tenant(SectionÂ 29.14):604 Arizona AvenueSanta Monica, CA 90401Attention: Legal and Business Affairs-2-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.11.Â Â Â Â Address of Landlord(SectionÂ 29.14):Boston Properties2800 28th Street, Suite 170Santa Monica, CA 90405Attention: LeasingandBoston Properties, Inc.Prudential Center Tower800 Boylston Street, Suite 1900Boston, Massachusetts 02199Attention: General CounselandBoston Properties Limited PartnershipFour Embarcadero CenterLobby Level, Suite OneSan Francisco, California 94111Attention: Regional General CounselandAllen Matkins Leck Gamble Mallory & Natsis LLP1901 Avenue of the Stars, Suite 1800Los Angeles, California 90067Attention: Anton N. Natsis, Esq.12.Â Â Â Â Broker(s)(SectionÂ 29.20):Representing Landlord:Jones Lang LaSalle2029 Century Park East30th FloorLos Angeles, CA 90067AndRepresenting Tenant:Cushman & Wakefield 11911 San Vicente Blvd., Suite 240Los Angeles, CA 9004913.Â Â Â Â Relocation Allowance(ExhibitÂ B):$49,872.00 ($2.00 per rentable square foot of the Premises), subject to the TCCs of the Tenant Work Letter attached hereto as ExhibitÂ B.14.Â Â Â Â ArchitecturalÂ Allowance(ExhibitÂ B):$26,950.0015.Â Â Â Â Amount Due Upon Lease Execution:$123,433.20, as the first monthly installment of Base Rent. 16.Â Â Â Â Due Within Fifteen (15) Business Days After Lease Execution:$1,000,000.00 as the L-C.-3-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.ARTICLE 1PREMISES, BUILDING, PROJECT, AND COMMON AREAS1.1Premises, Building, Project and Common Areas. 1.1.1The Premises. Landlord hereby leases to Tenant and Tenant hereby leases from Landlord the Premises. The outline of the Premises is set forth in ExhibitÂ A attached hereto. The parties hereto agree that the lease of the Premises is upon and subject to the terms, covenants and conditions (the "TCCs") herein set forth, and Tenant covenants as a material part of the consideration for this Lease to keep and perform each and all of such TCCs by it to be kept and performed and that this Lease is made upon the condition of such performance. For purposes of this Lease, the rentable square feet of the Premises shall be stipulated as set forth in SectionÂ 2.1 of the Summary and such rentable square footage shall not be subject to remeasurement or modification.1.1.2Delivery of Possession. Landlord shall allow Tenant access to the Premises prior to the Substantial Completion of the Tenant Improvements for the purpose of Tenant installing Tenant's Property in the Premises. The date that such Tenant access is granted is the "Possession Date". The anticipated Possession Date is April 1, 2025 ("Target Possession Date"). Landlord shall use commercially reasonable efforts to provide Tenant with at least thirty (30) days advance notice of the then anticipated Possession Date. Notwithstanding the foregoing or anything to the contrary herein, Landlord shall not be required to grant Tenant access to the Premises if Tenant has not delivered to Landlord (i) evidence of insurance coverage as required under Article 10 below, and (ii) all amounts due upon Lease execution as set forth in Section 14 of the Summary (such items (i) and (ii), collectively, the "Possession Requirements"). In such event, the Possession Date and the Lease Commencement Date will still occur as set forth herein and in Section 3.2 of the Summary (although Tenant shall not actually be granted possession of the Premises until Tenant has satisfied the Possession Requirements). Except as specifically set forth in this Lease and in the Tenant Work Letter, Landlord shall not be obligated to provide or pay for any improvement work or services related to the improvement of any portion of the Premises, Building or Project. Neither Landlord nor any agent of Landlord has made any representation or warranty regarding the condition of the Premises, the Building or the Project or with respect to the suitability of any of the foregoing for the conduct of Tenant's business, except as specifically set forth in this Lease and the Tenant Work Letter. 1.1.1.1Target Substantial Completion Date. Landlord shall use commercially reasonable efforts to cause Substantial Completion of the Tenant Improvements to occur by June 1, 2025 (the "Target Substantial Completion Date"). Landlord shall provide Tenant from time to time with reasonable updates to the schedule of the Tenant Improvements and notice if Landlord contends that a Force Majeure delay has occurred. Any notice delivered pursuant to this Section may be via electronic mail to Tenant's construction representative described in the Work Letter. 1.1.1.2Temporary Premises. If the Tenant Improvements are not Substantially Completed before May 1, 2025 then provided that (i) Tenant has not exercised its right to take "Beneficial Occupancy" as such term is defined in Section 2.3, below, and (ii) Tenant has satisfied the Possession Requirements, Tenant shall have the right to temporarily lease from Landlord (a) office space within the Project which is at least materially comparable in usable square footage to the Premises and which is in the condition described in this SectionÂ 1.1.2.2.1 below and (b) storage space within the Project for the sole purpose of storing the furniture, fixtures and equipment which Tenant intends to use in the Premises in accordance with the terms of the Lease (collectively the "Temporary Premises"). The location of the Temporary Premises shall be determined by Landlord in its reasonable discretion and Landlord shall make commercially reasonable efforts to locate the Temporary Premises within the Building. Landlord shall deliver the Temporary Premises with the plumbing, electrical systems, fire sprinkler system, lighting, air conditioning and heating systems and all other systems serving the Temporary Premises in good operating condition and repair. In no event shall Landlord be obligated to pay any portion of any costs incurred by Tenant in connection with Tenant's lease of the Temporary Premises including but not limited to moving costs, storage costs, or costs associated with Tenant's furniture, fixtures and equipment.1.1.2.1.1Temporary Premises Term. The term of Tenant's lease of the Temporary Premises (the "Temporary Premises Term") shall commence upon the date upon which Landlord delivers the Temporary Premises to Tenant, which shall occur no later than May 1, 2025 (the "Temporary Premises Commencement Date") and shall terminate on the earliest of (i)Â ten (10) business days after the Substantial Completion of the Tenant Improvements and (ii) the termination of the Lease (the "Temporary Premises Expiration Date"). The period commencing on the Temporary Premises Commencement Date through the Temporary Premises Expiration Date shall be referred to as the "Temporary Premises Period". If Tenant fails to vacate and surrender the Temporary Premises to Landlord on or before the Temporary Premises Expiration Date, Tenant shall be deemed to be holding -4-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.over in such Temporary Premises and shall be subject to the terms of Article 16 of this Lease; provided, however, nothing contained herein shall be construed as consent by Landlord to any holding over by Tenant in the Temporary Premises, and Landlord expressly reserves the right to require Tenant to surrender possession of the Temporary Premises to Landlord as provided in this Lease upon the terms and conditions set forth in this Lease. 1.1.2.1.2Tenant's Lease of Temporary Premises.

Tenant's lease of the Temporary Premises shall be pursuant to this Lease as though such Temporary Premises was the Premises, provided that for the duration of the Temporary Premises Period (i)Â Tenant shall not be obligated to pay Base Rent or Tenant's Share of Direct Expenses with respect to the Temporary Premises; however, if Tenant holds over in the Temporary Premises following the expiration of the Temporary Premises Period, then Base Rent shall accrue on a daily, pro-rata basis in a daily amount equal to $0.20 per rentable square foot of the Temporary Premises. Tenant is responsible for all other Additional Rent (excepting Direct Expenses) applicable to the Temporary Premises, including, without limitation, After Hours HVAC Costs, as such term is defined in Section 6.1.1 below), (ii) Tenant shall have no right to assign, sublease or otherwise transfer its interest with respect to the Temporary Premises other than a Permitted Transferee Assignee, (iii) Tenant shall accept the Temporary Premises in its existing "as is" condition and Landlord shall have no obligation to provide or pay for improvements of any kind with respect to the Temporary Premises, (iv) Tenant shall not make any alterations or improvements to the Temporary Premises or any portion thereof, without Landlord's prior written approval, which approval shall not be unreasonably withheld, conditioned or delayed, (v) the terms of the Tenant Work Letter shall be inapplicable to the Temporary Premises, and (vi) Tenant may not install any signage in connection with the lease of the Temporary Premises. On or before the Temporary Premises Expiration Date, Tenant shall quit and surrender possession of the Temporary Premises to Landlord in as good order and condition as when Tenant took possession and as thereafter improved by Landlord, except to the extent of (x) reasonable wear and tear, (y) damage by fire or other casualty that is not Tenant's obligation to repair hereunder, or (z) repairs which are specifically made the responsibility of Landlord hereunder. Upon such expiration or termination, Tenant shall, without expense to Landlord, remove or cause to be removed from the Temporary Premises all debris, rubbish, phone systems, and cabling installed by Tenant, and such items of furniture, equipment, business and trade fixtures, free-standing cabinet work, movable partitions and other articles of personal property owned by Tenant or installed or placed by Tenant at its expense in the Temporary Premises, and such similar articles of any other persons claiming under Tenant, as Landlord may, in its reasonable discretion, require to be removed, and Tenant shall repair at its own expense all damage to the Temporary Premises and Project resulting from such removal. 1.1.1.3Rent Abatement for Substantial Completion Delay. If Substantial Completion of the Tenant Improvements has not occurred by November 30, 2025 (which date shall be extended for any delay resulting from any Tenant Delay(s)) (the "Substantial Completion Rent Abatement Date"), then Tenant shall be entitled to a credit in an amount equal to one (1) day of Base Rent for the Premises for every such day after the Substantial Completion Rent Abatement Date that Substantial Completion of the Tenant Improvements has not occurred, to be applied against the Base Rent otherwise due and payable after the Lease Commencement Date until said Base Rent credits are fully realized by Tenant. 1.1.2.1Termination for Substantial Completion Delay. If the Substantial Completion of the Tenant Improvements has not occurred by February 28, 2026 (as such date shall be automatically extended for any delay resulting from any Tenant Delay(s), the "Substantial Completion Termination Date"), then notwithstanding any events of "Force Majeure" as such term is defined in Section 29.13, below, Tenant shall have the right to terminate this Lease by delivering written notice to Landlord of Tenant's irrevocable election to terminate this Lease within ten (10) days following the Substantial Completion Termination Date, which notice shall be effective on the date set forth in Tenant's notice, but no later than March 31, 2026. 1.1.2.2Exclusive Remedies. The Right to rent Temporary Premises, receive Base Rent Abatement and terminate the lease as set forth in this Section 1.1.2 above shall be Tenant's sole and exclusive remedies for any failure of the Substantial Completion of the Tenant Improvements to occur by any particular date. 1.1.3Common Areas. Tenant shall have the non-exclusive right to use in common with other tenants in the Project, and subject to the Rules and Regulations, those portions of the Project which are provided, from time to time, for use in common by Landlord, Tenant and any other tenants of the Project (such areas, together with such other portions of the Project designated by Landlord from time-to-time, in its reasonable discretion, including certain areas to be shared by Landlord and other tenants, are collectively referred to herein as the "Common Areas"). Tenant, Landlord and other tenants and occupants of the Project shall each have the right to reserve exclusive use of portions of Common Areas from time-to-time for events, subject to reasonable rules and regulations promulgated by Landlord, -5-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.and provided that any such use by Landlord and other tenant and occupants shall not materially interfere with Tenant's access to the Premises. Except as otherwise provided in this Lease, the manner in which the Common Areas are operated shall be at the reasonable discretion of Landlord, provided that Landlord shall operate the same substantially consistent with the "Operations Standard" (as that term is defined in Section 6.1 below). ARTICLE 2LEASE TERM; EXTENSION OPTION2.1Initial Lease Term. The TCCs and provisions of this Lease shall be effective as of the Effective Date. The term "Lease Year" shall mean each consecutive twelve (12) calendar month period during the Lease Term. For purposes of this Lease, the term "Lease Month" shall mean each succeeding calendar month during the Lease Term; provided, however, that the first Lease Month shall commence on the Lease Commencement Date and end on the last day of the first full calendar month of the Lease Term and the last Lease Month shall expire on the Lease Expiration Date. At any time during the Lease Term, Landlord may deliver to Tenant a Notice of Lease Term Dates substantially in the form set forth in ExhibitÂ C attached hereto (the "Notice of Lease Term Dates"), as a confirmation only of the information set forth therein, which Tenant shall execute and return to Landlord within fifteen (15) business days of receipt thereof; provided that if said Notice of Lease Term Dates is not factually correct, then Tenant may make such changes as are necessary to make the Notice of Lease Term Dates factually correct, and thereafter execute and return such revised Notice of Lease Term Dates to Landlord within such 15-business day period. The dates set forth on the fully executed Notice of Lease Term Dates shall be conclusive and binding upon Landlord and Tenant, unless Landlord sends a written notice to Tenant rejecting Tenant's changes, whereupon this procedure shall be repeated until the parties mutually agree upon the contents of the Notice of Lease Term Date. If Landlord fails to send Tenant the Notice of Lease Term Dates within thirty (30) days following the Lease Commencement Date, Tenant may send written notice to Landlord substantially in the form of the Notice of Lease Term Dates. In such event, Landlord shall acknowledge Tenant's Notice of Lease Term Dates by executing a copy thereof and returning the same to Tenant within fifteen (15) business days; provided that if such Notice of Lease Term Dates is not factually correct, Landlord shall make such changes to the Notice of Lease Term Dates as are necessary to make such Notice of Lease Term Dates factually correct, which revised Notice of Lease Term Dates shall thereafter be subject to the procedure for finalization set forth in this Section. 2.2Extension Option. Tenant's Extension Option shall be as provided in accordance with the TCCs of ExhibitÂ F attached hereto.2.3Beneficial Occupancy. If the Substantial Completion of the Tenant Improvements occurs prior to June 1, 2025, Tenant shall have the right to thereafter occupy the Premises to conduct Tenant's business ("Beneficial Occupancy"), provided that (i) Tenant shall satisfy the Possession Requirements before taking Beneficial Occupancy, (ii) Tenant shall give Landlord at least five (5) days' prior notice before taking Beneficial Occupancy, and (iii) all of the terms and conditions of this Lease shall apply during Tenant's Beneficial Occupancy, other than Tenant's obligation to pay Base Rent and Tenant's Share of the Direct Expenses as though the Lease Commencement Date had occurred upon such occupancy of the Premises by Tenant. Tenant's exercise of its right to take Beneficial Occupancy shall be deemed a complete waiver of all of Tenant's rights with respect to the Temporary Premises, including but not limited to those rights provided for in Section 1.1.2.1, above. ARTICLE 3BASE RENT3.1In General. Tenant shall pay to Landlord, without prior notice or demand, except as otherwise set forth herein, base rent ("Base Rent") as set forth in SectionÂ 4 of the Summary, payable in monthly installments as set forth in SectionÂ 4 of the Summary in advance on or before the first day of each and every calendar month during the Lease Term, without any setoff or deduction whatsoever, except as otherwise set forth herein. In accordance with Section 4 of the Summary, any increases in Base Rent shall occur on the first day of the applicable Lease Month. However, if the first Lease Month pertains to a period longer than one (1) calendar month, then Base Rent for such first Lease Month shall be equal to one (1) calendar month's Base Rent plus prorated Base Rent for the partial calendar month based on actual days also included in such first Lease Month. The prepaid Base Rent set forth in Section 14 of the Summary shall be paid at the time of Tenant's execution and delivery of this Lease. All payments required to be made by Tenant to Landlord hereunder (including, without limitation, Base Rent) shall be paid to Landlord or Landlord's agent, at Landlord's option, by wire transfer, Electronic Funds Transfer, at the management office of the Project or at such other place or method as Landlord may from time to time designate in writing, in immediately available funds that, at the time of payment, are legal -6-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.tender for private or public debts in the United States of America. Whenever in this Lease a payment is required to be made by one party to the other, but a specific date for payment is not set forth or a specific number of days within which payment is to be made is not set forth, or the words "immediately," "promptly," and/or "on demand," or their equivalent, are used to specify when such payment is due, then such payment shall be due thirty (30) days after the date that the party which is entitled to such payment sends notice to the other party demanding such payment.3.2Base Rent Abatement. Subject to the TCCs of this Section 3.2, Tenant shall not be obligated to pay any Base Rent otherwise attributable to the Premises during the five (5) first full calendar months of the Lease Term (the "Base Rent Abatement"). The five (5) month period set forth in the preceding sentence is the "Base Rent Abatement Period". The foregoing Base Rent Abatement has been granted to Tenant as additional consideration for entering into this Lease, and for agreeing to pay the Base Rent and perform the TCCs otherwise required under this Lease. Notwithstanding the foregoing or anything to the contrary herein, if an Event of Default by Tenant shall occur and this Lease, is terminated as a result, then in addition to all other rights and remedies of Landlord, at Landlord's option, (i)Â the unamortized portion of any Base Rent Abatement previously abated shall immediately become due and payable, or (ii)Â the dollar amount of the unapplied portion of the Base Rent Abatement as of the date of such termination shall be converted to a credit to be applied to the Base Rent applicable at the end of the Lease Term.ARTICLE 4ADDITIONAL RENT4.1In General. In addition to paying the Base Rent specified in ArticleÂ 3 of this Lease, Tenant shall pay Tenant's Share of the annual Direct Expenses (as defined in SectionÂ 4.2.1 below), which are in excess of the amount of Direct Expenses applicable to the Base Year; provided, however, that in no event shall any decrease in Direct Expenses for any Expense Year (as defined in SectionÂ 4.2.2 below) below Direct Expenses for the Base Year entitle Tenant to any decrease in Base Rent or any credit against sums due under this Lease. Such payments by Tenant, together with any and all other amounts payable by Tenant to Landlord pursuant to the TCCs of this Lease, are hereinafter collectively referred to as the "Additional Rent," and the Base Rent and the Additional Rent are herein collectively referred to as "Rent." Except as specifically set forth herein, all amounts due under this ArticleÂ 4 as Additional Rent shall be payable for the same periods and in the same manner as the Base Rent; provided, however, the first monthly installment of Tenant's Share of any Estimated Excess, as defined in, and pursuant to the TCCs of, SectionÂ 4.4.2 of this Lease, shall first be due and payable for the calendar month occurring immediately following the expiration of the Base Year. Without limitation on other obligations of Landlord and Tenant which survive the expiration of the Lease Term, the obligations of Tenant to pay the Additional Rent provided for in this ArticleÂ 4 attributable to the period of time prior to the Lease Expiration Date or earlier termination of this Lease (or, in the event of a holdover in the Premises by Tenant, the period of time prior to Tenant vacating and surrendering the Premises to Landlord), and Landlord's obligation to refund to Tenant any overpayments of such Additional Rent shall survive the expiration of the Lease Term; provided, however, that any such payments made by Tenant of any Additional Rent or any refund to Tenant by Landlord of any overpayments of such Additional Rent shall not constitute a waiver by either Tenant or Landlord, as the case may be, of any amount that Tenant or Landlord (as the case may be) contend are in dispute to the extent that any such payments or refunds are made "under protest" whether or not designated as such concurrently with any such payment and/or refund.4.2Definitions of Key Terms Relating to Additional Rent. As used in this ArticleÂ 4, the following terms shall have the meanings hereinafter set forth:4.2.1"Direct Expenses" shall mean Operating Expenses and Tax Expenses.4.2.2"Expense Year" shall mean each calendar year, including the Base Year, in which any portion of the Lease Term falls, through and including the calendar year in which the Lease Term expires.4.2.3"Operating Expenses" shall mean all expenses, costs and amounts of every kind and nature which Landlord pays, accrues, or amortizes during any Expense Year because of or in connection with the ownership, management, maintenance, security, repair, replacement, renovation, restoration or operation of the Project, or any portion thereof, in accordance with sound real estate management and accounting practices, consistently applied. Without limiting the generality of the foregoing, Operating Expenses shall specifically include any and all of the following: (i)Â the cost of supplying all utilities (but excluding the cost of any utilities consumed in the Premises and the premises of other tenants of the Project to the extent Tenant is separately paying for the cost of any such utilities -7-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.pursuant this Lease), the cost of operating, repairing, replacing, maintaining, renovating and restoring the utility, telephone, mechanical, sanitary, storm drainage, and elevator systems, and the cost of maintenance and service contracts in connection therewith; (ii)Â the cost of licenses, certificates, permits and inspections and the cost of contesting any governmental enactments (provided that such enactments being contested are reasonably anticipated to increase Operating Expenses), and the costs incurred in connection with a governmentally mandated transportation system management program or similar program; (iii)Â the cost of all insurance carried by Landlord in connection with the Project; (iv)Â the cost of landscaping, relamping, and all supplies, tools, equipment and materials used in the operation, repair and maintenance of the Project, or any portion thereof; (v)Â costs incurred in connection with the parking areas servicing the Project, as well as costs incurred in connection with the provision of any shuttle service serving the Project for the purpose of facilitating access to public transportation; (vi)Â subject to the "Management Fee Cap" (as that term is defined below), a management fee and other fees and costs, including consulting fees, legal fees and accounting fees, of all contractors and consultants in connection with the management, operation, maintenance, replacement, renovation, repair and restoration of the Project; (vii)Â payments under any equipment rental agreements and the fair rental value of any management office space; (viii)Â subject to item (f), wages, salaries and other compensation and benefits, including taxes levied thereon, of all persons (other than persons generally considered to be higher in rank than the position of the property manager and project engineer) engaged in the operation, maintenance and security of the Project; (ix)Â costs under any instrument pertaining to the sharing of costs by the Project; (x)Â operation, repair, maintenance, renovation, replacement and restoration of all systems and equipment and components thereof of the Project; (xi)Â the cost of janitorial, alarm, security, sewer and other services (but excluding the cost of any services utilized in the Premises and the premises of other tenants of the Project to the extent Tenant is separately paying for the cost of such services pursuant this Lease), replacement, renovation, restoration and repair of wall and floor coverings, ceiling tiles and fixtures in Common Areas, maintenance, replacement, renovation, repair and restoration of curbs and walkways, repair to roofs and re-roofing; (xii)Â amortization of the cost of acquiring or the rental expense of personal property used in the maintenance, operation and repair of the Project, or any portion thereof (which amortization calculation shall include interest at the "Amortization Rate," as defined below); (xiii)Â the cost of capital improvements or capital expenditures incurred in connection with the Project (the "Permitted Capital Expenditures") that are: (A)Â reasonably anticipated to reduce Operating Expenses, but only to the extent reasonably anticipated to reduce Operating Expenses, (B)Â required under any Applicable Laws effective after the first Lease Commencement Date, or (C)Â reasonably related to the safety or security of the Project and consistent with the Operations Standard; provided, however, that any capital expenditure shall be amortized with interest at the Amortization Rate over its reasonable useful life as determined in accordance with sound real estate management and accounting practices, consistently applied; (xiv)Â costs, fees, charges or assessments imposed by, or resulting from any mandate imposed on Landlord by, any federal, state or local government for fire and police protection, trash removal, community services, or other services which do not constitute "Tax Expenses" as that term is defined in SectionÂ 4.2.4, below; (xv)Â payments under any "Underlying Documents" (as that term is defined in Section 5.4, below) and (xvi)Â costs of any additional services consistent with the Operations Standard that are not provided to the Project as of the first Lease Commencement Date but which are thereafter requested by Tenant and provided by Landlord. The term "Amortization Rate" shall mean the annual interest rate which is equal to six percent (6%). Notwithstanding the foregoing, for purposes of this Lease, Operating Expenses shall not, however, include: (a)costs, including marketing costs, legal fees, space planners' fees, advertising and promotional expenses (including, without limitation, printing costs and brochures), and brokerage fees incurred in connection with the original construction or development, or original or future leasing of the Project, and costs, including permit, license and inspection costs, incurred with respect to the installation of improvements and provision of tenant allowances, made for new tenants initially occupying space in the Project after the first Lease Commencement Date or incurred in renovating or otherwise improving, decorating, painting or redecorating vacant space for tenants or other occupants of the Project (excluding, however, such costs relating to any common areas of the Project or parking facilities);(b)except as set forth in items (xi), (xii), (xiii), and (xiv) above, depreciation, interest and principal payments on mortgages and other debt costs, if any, penalties and interest;(c)costs for which the Landlord is reimbursed by any tenant or occupant of the Project (other than de minimis amounts) or by insurance by its carrier or any tenant's carrier (except to the extent of deductibles) or by warranty or by anyone else , or would have been reimbursed if Landlord had carried the insurance Landlord is required to carry

pursuant to this Lease or would have been reimbursed if Landlord had used commercially reasonable efforts to collect such amounts, from any tenant or occupant of the Project or by insurance from its carrier or any tenant's or -8-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.other third party's carrier, and electric power costs for which any tenant directly contracts with the local public service company;(d)any bad debt loss, rent loss, or reserves for bad debts or rent loss;(e)costs associated with the operation of the business of the partnership or entity which constitutes the Landlord, as the same are distinguished from the costs of operation of the Project (which shall specifically include, but not be limited to, accounting costs associated with the operation of the Project). Costs associated with the operation of the business of the partnership or entity which constitutes the Landlord include costs of partnership accounting and legal matters, costs of defending any lawsuits with any Mortgagee (except as the actions of the Tenant may be in issue), costs of selling, syndicating, financing, mortgaging or hypothecating any of the Landlord's interest in the Project (including, without limitation, consulting or brokerage commissions, origination fees or points, and interest costs or charges), and costs (including attorneys' fees) incurred in connection with any disputes between Landlord and its employees, between Landlord and Project management, or between Landlord and other tenants or occupants, and Landlord's general corporate overhead and general and administrative expenses;(f)the wages, salaries, fees and benefits of any employee who does not devote substantially all of his or her employed time to the Project unless such wages, salaries, fees and benefits are prorated to reflect time spent on operating and managing the Project vis-a-vis time spent on matters unrelated to operating and managing the Project; provided, that in no event shall Operating Expenses for purposes of this Lease include wages, salaries, fees and/or benefits attributable to personnel above the level of the property manager and Project engineer;(g)amount paid as ground rental or similar payments to a ground lessor; (h)any costs and expenses of operation of commercial concessions operated by the Landlord, including any health club and restaurants, provided that the costs to operate the parking facilities and any compensation paid to any concierge or parking attendants at the Project shall be includable as an Operating Expense;(i)costs of items and services (including after-hours HVAC) for which Tenant or any other tenant in the Project reimburses Landlord directly and separately from Operating Expenses;(j)costs, other than those incurred in ordinary maintenance and repair, for sculpture, paintings, fountains or other objects of art;(k)any costs expressly excluded from Operating Expenses elsewhere in this Lease;(l)costs incurred to comply with Applicable Laws relating to the removal of Hazardous Materials which were in existence in the Building or on the Project prior to the first Lease Commencement Date, and were of such a nature that a federal, state, local or municipal governmental authority would have required removal or other containment, if it had then had knowledge of the presence of such Hazardous Materials, in the state, and under the conditions that they then existed in the Building or on the Project, but only to the extent those Applicable Laws were then being actively enforced by the applicable government authority; (m)costs incurred to remove, remedy, contain, or treat Hazardous Materials, which Hazardous Materials were brought into the Building or onto the Project after the date hereof by Landlord or any other Landlord Parties and are of such a nature, at that time, that a federal, state, local or municipal governmental authority would have required removal or other containment, if it had then had knowledge of the presence of such Hazardous Materials, in the state, and under the conditions, that they then exist in the Building or on the Project, but only to the extent those Applicable Laws were then being actively enforced by the applicable government authority;(n)costs of above standard cleaning or other work or services provided selectively to one or more tenants (other than Tenant) without full reimbursement, to a greater extent or in a manner more favorable to such tenant than that performed for or furnished to Tenant; (o)costs which are excluded from Tax Expenses pursuant to SectionÂ 4.2.4.3, below;-9-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.(p)costs associated with the acquisition, sale or financing of the fee, ground lease, air rights or development rights with respect to the Project;(q)the cost of replacement of any portion of the Building Structure that is not an ordinary repair or maintenance cost;(r)any operating expense representing any amount paid to a related corporation, entity, or person which is in excess of the amount which would be paid to a qualified first class unaffiliated third party on a competitive basis; (s)any increase in insurance premium to the extent that such increase is caused or attributable to the particular use, occupancy or act of another tenant;(t)the cost of overtime or other expense to Landlord in curing its defaults or performing work expressly provided in this Lease to be borne at Landlords expense;(u)intentionally omitted;(v)fees payable by Landlord for management of the Project in excess of three percent (3%) of Landlord's gross rental revenues, adjusted and grossed up to reflect a one hundred percent (100%) occupancy of the Project (the "Management Fee Cap"), including base rent, pass-throughs, and parking fees (but excluding the cost of after-hours services or utilities) from the Project for any calendar year or portion thereof;(w)penalties and interest charges as a result of not paying bills when due or within any grace period; (x)costs in excess of $50,000 for charitable or political contributions;(y)penalties and fines of any kind including non-compliance with any applicable building or fire code;(z)rentals and other related expenses incurred in leasing air conditioning systems, elevators or other equipment (i) which are not commercially reasonable either as to type or amount (based upon the practices of landlords of the Comparable Buildings), and (ii) which if purchased the cost of which would be excluded from Operating Expenses as a capital cost, except equipment not affixed to the Project which is used in providing janitorial or similar services and, further excepting from this exclusion such equipment rented or leased to remedy or ameliorate an emergency condition in the Project;(aa)rent for any office space occupied by Project management personnel to the extent the size or rental rate of such office space exceeds the size or fair market rental value of office space occupied by management personnel of the Comparable Buildings, with adjustment where appropriate for the size of the applicable project, and if used for the management of other projects as well, such rent shall be appropriately pro-rated; (ab)any finder's fees, brokerage commissions, job placement costs or job advertising cost, other than with respect to a receptionist or secretary in the Project office, once per year;(ac)any above Building standard cleaning, including, but not limited to construction cleanup;(ad)the cost of any training or incentive programs, other than for tenant life safety information services;(ae)insurance deductibles in excess of customary deductible amounts carried by landlords of the Comparable Buildings; provided, however, that in connection with any insurance deductible amounts included in Operating Expenses as a result of an earthquake which are for items otherwise classified as capital items, such amounts shall be amortized into Operating Expenses at the cost and over the term set forth in Section 4.2.3(p) above;(af)costs associated with material portions of the Common Areas dedicated for the exclusive use of other tenants of the Project, except to the extent Tenant is given its pro-rata share (rentable square feet in the Premises in relation to rentable square feet in the Project) of comparable Common Areas; -10-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.(ag)advertising and promotional expenses and costs of signs in or on the Building identifying the owner of the Building or other tenants' signs; (ah)costs due to violations of the Underlying Documents or to create any future Underlying Documents (as opposed to payments under any future Underlying Documents otherwise includable as an Operating Expense hereunder); (ai)the costs of any flowers, gifts, balloons, etc. provided to any prospective tenants, Tenant, other tenants, and occupants of the Building; (aj)costs of specialty clubs and services;(ak)any "validated" parking for any entity; (al)costs of parties or events not open to all tenants of the Building;(am)any dining or travel expenses not directly related to the management functions of the Project;(an)costs of any "tap fees" or any sewer or water connection fees for the benefit of any particular tenant in the Building or the Project; (ao)costs of magazine and newspaper subscriptions; and(ap)costs related to removal or treatment of asbestos or asbestos containing material and/or ground water contamination.If Landlord is not furnishing any particular work or service (the cost of which, if performed by Landlord, would be included in Operating Expenses) to a tenant who has undertaken to perform such work or service in lieu of the performance thereof by Landlord, Operating Expenses shall be deemed to be increased by an amount equal to the additional Operating Expenses which would reasonably have been incurred during such period by Landlord if it had at its own expense furnished such work or service to such tenant. If the Project is not 100% occupied during all or a portion of any Expense Year (including, without limitation, if any portion of the Project is unleased or is leased, but is not then being used by a tenant in the ordinary course of its business), Landlord shall make an appropriate adjustment to the variable components of Direct Expenses for such Expense Year by employing sound real estate accounting and management principles, consistently applied, to determine the amount of Direct Expenses that would have been incurred had the Project been 100% occupied; and the amount so determined shall be deemed to have been the amount of Direct Expenses for such Expense Year. For purposes hereof, cost savings in components of Operating Expenses arising by reason of the cessation of use by tenants at the Project due to Casualty (as defined in Section 11.1 below), Force Majeure (as defined in Section 29.13 below), or other extraordinary circumstances are considered variable Operating Expenses that shall be grossed up in Operating Expenses. If Operating Expenses for the Base Year include amortized costs, or costs (including, but not limited to, costs of insurance, personnel, and increased or new services) relating to extraordinary circumstances, including, but not limited to, Casualty, Force Majeure, boycotts, strikes, conservation surcharges, embargoes or shortages, then at such time as such costs are no longer applicable, the increased Operating Expenses attributable thereto shall be excluded from the Base Year Operating Expenses. In no event shall each of the components of Direct Expenses for any Expense Year related to utility costs, Tax Expenses, or Project insurance costs be less than each of the corresponding components of Direct Expenses related to such utility costs, Tax Expenses, and Project insurance costs in the Base Year Any refunds or discounts actually received by Landlord for any category of Operating Expenses shall reduce Operating Expenses in the applicable Expense Year (pertaining to such category of Operating Expenses). In the event any facilities, services or utilities used in connection with the Project are provided from another building owned or operated by Landlord or vice versa, the costs incurred by Landlord in connection therewith shall be allocated to Operating Expenses by Landlord on a reasonably equitable basis. Except for the management fee permitted pursuant to Section 4.2.3 above, Landlord shall not (i)Â make a profit by charging items to Operating Expenses that are otherwise also charged separately to others and (ii)Â subject to Landlord's right to adjust the components of Operating Expenses described above in this paragraph, collect Operating Expenses from Tenant and all other tenants in the Building in an amount in excess of what Landlord incurs for the items included in Operating Expenses. In addition, all assessments and premiums which are not specifically charged to Tenant because of what Tenant has done, which can be paid by Landlord in installments, shall be paid by Landlord in the maximum number of installments permitted by law (except to the extent inconsistent with the general practice of the Comparable Buildings in the vicinity of the Building) and shall be included as Operating Expenses in the year in which the assessment or premium installment is actually paid.-11-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.In the event Landlord incurs costs or expenses associated with or relating to any insurance premium resulting from any new forms or types of insurance, including earthquake insurance, which were not part of Operating Expenses during the entire Base Year, Operating Expenses for the Base Year shall be deemed increased by the amounts Landlord would have incurred during the Base Year with respect to such costs and expenses had such insurance been included in Operating Expenses during the entire Base Year. In the event that the earthquake, terrorism or flood insurance premium (or any other insurance premium) applicable to the Building shall decrease in any Expense Year subsequent to the Base Year, Operating Expenses attributable to the Base Year shall, commencing in the year of such decrease, but only so long as and to the extent such decrease remains in effect, thereafter be reduced by the amount of such decrease in earthquake, terrorism or flood insurance premiums (or any other insurance premium). 4.2.4Tax Expenses.4.2.4.1Inclusions. "Tax Expenses" shall mean all federal, state, county, or local governmental or municipal taxes, fees, charges or other impositions of every kind and nature, whether general, special, ordinary or extraordinary, (including, without limitation, real estate taxes, general and special assessments, transit taxes, leasehold taxes or taxes based upon the receipt of rent, including gross receipts or sales taxes applicable to the receipt of rent, unless required to be paid by Tenant, personal property taxes imposed upon the fixtures, machinery, equipment, apparatus, systems and equipment, appurtenances, furniture and other personal property used in connection with the Project, or any portion thereof), which shall be paid or accrued during any Expense Year (without regard to any different fiscal year used by such governmental or municipal authority, but subject to the provisions of this Section 4.2.4) because of or in connection with the ownership, leasing and operation of the Project, or any portion thereof, including, without limitation: (i)Â any tax on the rent, right to rent or other income from the Project, or any portion thereof, or as against the business of leasing the Project, or any portion thereof; (ii)Â any assessment, tax, fee, levy or charge in addition to, or in substitution, partially or totally, of any assessment, tax, fee, levy or charge previously included within the definition of real property tax, it being acknowledged by Tenant and Landlord that Proposition 13 was adopted by the voters of the State of California in the June 1978 election ("Proposition 13") and that assessments, taxes, fees, levies and charges may be imposed by governmental agencies for such services as fire protection, street, sidewalk and road maintenance, refuse removal and for other governmental services formerly provided without charge to property owners or occupants, and, in further recognition of the decrease in the level and quality of governmental services and amenities as a result of Proposition 13, except as expressly provided below, (iii)Â any governmental or private assessments or the Project's contribution towards a governmental or private cost-sharing agreement for the purpose of augmenting or improving the quality of services and amenities normally provided by governmental agencies; (iv)Â any assessment, tax, fee, levy, or charge allocable to or measured by the area of the Premises or the Rent payable hereunder, including, without limitation, any business or gross income tax or excise tax with respect to the receipt of such rent, or upon or with respect to the possession, leasing, operating, management, maintenance, alteration, repair, use or occupancy by Tenant of the Premises, or any portion thereof; (v)Â any assessment, tax, fee, levy or charge, upon this transaction or any document to which Tenant is a party, creating or transferring an interest or an estate in the Premises; and (vi)Â except as expressly provided below, all of the real estate taxes and assessments imposed upon or with respect to the Building and all of the real estate taxes and assessments imposed on the land and improvements comprising the Project. 4.2.4.2In General. Subject to the terms of Section 4.2.4.4 below, any costs and expenses (including, without limitation, reasonable attorneys' fees) incurred in attempting to protest, reduce or minimize Tax Expenses, if Landlord has a reasonable expectation of achieving a reduction in excess of the expenses incurred, shall be included in Tax Expenses in the Expense Year such expenses are paid. Except as set forth in SectionÂ 4.2.4.4 below, refunds of Tax Expenses shall be credited against Tax Expenses and refunded to Tenant regardless of when received, based on the Expense Year to which the refund is applicable, provided that in no event shall the amount to be refunded to Tenant for any such Expense Year exceed the total amount paid by Tenant as an increase in Tax Expenses under this ArticleÂ 4 for such Expense Year. All special assessments which may be paid in installments shall be paid by Landlord in the maximum number of installments permitted by law and not included in Tax Expenses except in the year in which the assessment is actually paid; provided, however, that if the prevailing practice in Comparable Buildings is to pay such assessments on an early basis, and Landlord pays the same on such basis, such assessments shall be included in Tax Expenses in the year paid by Landlord. If Tax Expenses for any period during the Lease Term or any extension thereof are increased or decreased after payment thereof for any reason, including, without limitation, error or reassessment by applicable governmental or municipal authorities, Tenant shall pay Landlord, within thirty (30) days following written demand by Landlord, Tenant's Share of any such increased Tax Expenses included by Landlord as Tax Expenses pursuant to the TCCs of this Lease, or Landlord shall provide Tenant with a credit against Rent next coming due under the Lease in the amount of Tenant's Share of any such decreased Tax -12-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.Expenses included by Landlord as Tax Expenses pursuant to the terms of the Lease (until such amount has been fully credited to Tenant), as the case may be. 4.2.4.3Exclusions. Notwithstanding anything to the contrary contained in this SectionÂ 4.2.4 (except as set forth in SectionÂ 4.2.4.2 above), there shall be excluded from Tax Expenses (i)Â all excess profits taxes, franchise taxes, gift taxes, capital stock taxes, documentary transfer taxes, excise taxes, special assessments levied against property other than real estate, inheritance and succession taxes, estate taxes, federal and state income taxes, and other taxes to the extent applicable to Landlord's general or net income (as opposed to rents, receipts or income attributable to operations at the Project), (ii)Â any items included as Operating Expenses, (iii)Â any items paid by Tenant under SectionÂ 4.5 of this Lease, (iv) tax penalties, interest or late charges, and (v) any amounts charged directly to Tenant or other tenants, including pursuant to Section 4.5. 4.2.4.4Adjustments to Tax Expenses. Notwithstanding anything to the contrary set forth in this Lease, the amount of Tax Expenses for the Base Year shall be calculated without taking into account any decreases in real estate taxes obtained in connection with Proposition 8, and, therefore, the Tax Expenses in the Base Year and/or an Expense Year may be greater than those actually incurred by Landlord, but shall, nonetheless, be the Tax Expenses due under this Lease; provided that (i)Â any costs and expenses incurred by Landlord in securing any PropositionÂ 8 reduction shall not be included in Direct Expenses for purposes of this Lease, and (ii)Â tax refunds under Proposition 8 shall not be deducted from Tax Expenses, but rather shall be the sole property of Landlord. This SectionÂ 4.2.4.4 is not intended to in any way affect (A)Â the inclusion in Tax Expenses of the statutory two percent (2.0%) annual maximum allowable increase in Tax Expenses (as such statutory increase may be modified by subsequent legislation), or (B)Â the inclusion or exclusion of Tax Expenses pursuant to the terms of Proposition 13, which shall be governed pursuant to the terms of SectionsÂ 4.2.4.1Â throughÂ 4.2.4.3, above. 4.3Allocation of Direct Expenses. Subject to Section 4.2.3 above, Landlord shall have the right, from time to time, to reasonably, equitably and

consistently allocate some or all of the Direct Expenses for the Project among different portions or occupants of the Project (the "Cost Pools"), in Landlord's reasonable discretion. Such Cost Pools may include, but shall not be limited to, the office space tenants, retail space tenants, tenants leasing storage space, and tenants with exclusive use of certain other areas of the Project. Subject to SectionÂ 4.2.3 above, the Direct Expenses within each such Cost Pool shall be allocated and charged to the tenants within such Cost Pool in an equitable and consistent manner. The Building is a part of a multi-building project and the costs and expenses incurred in connection with the Project (the Direct Expenses) generally, as opposed to the Building or another building in the Project specifically, are shared between the tenants of the Building and the tenants of the other buildings in the Project. For any Direct Expenses that are attributable to the Project as a whole, an equitable portion of such Project-wide Direct Expenses (as reasonably, consistently, and equitably determined by Landlord) shall be allocated to the tenants of the Building (as well as the tenants of the other buildings in the Project) and such portion shall be included in the Direct Expenses for purposes of this Lease. For purposes of allocating Direct Expenses, those Direct Expenses not reasonably attributable exclusively to the Building shall be allocated on a rentable area basis, except where otherwise dictated by prudent commercial property management and accounting practices or to achieve an equitable and customary allocation of Direct Expenses, provided that, in either case, such method of allocation is consistent with standard industry practice. For avoidance of doubt, the Direct Expenses for purposes of this Lease shall include all Direct Expenses attributable solely to the Building and an equitable portion of the Direct Expenses attributable to the Project as a whole, but shall exclude any costs and expenses that are attributable solely to another building in the Project.4.4Calculation and Payment of Tenant's Share of Direct Expenses. If for any Expense Year ending or commencing within the Lease Term, Tenant's Share of Direct Expenses for such Expense Year exceeds Tenant's Share of Direct Expenses applicable to the Base Year, then Tenant shall pay to Landlord, in the manner set forth in SectionÂ 4.4.1 below, and as Additional Rent, an amount equal to the excess (the "Excess").4.4.1Statement of Actual Direct Expenses and Payment by Tenant. On or before the last day of June following the end of each Expense Year (including the Base Year), Landlord shall give to Tenant a statement (the "Statement") which shall state, in reasonable detail by major general categories, the Direct Expenses incurred or accrued for such Expense Year, and which (for Expense Years other than the Base Year) shall indicate the amount of the Excess. Upon receipt of the Statement for each Expense Year commencing or ending during the Lease Term, if an Excess is present, Tenant shall pay, within thirty (30) days after receipt of the Statement, the full amount of the Excess for such Expense Year, less the amounts, if any, paid during such Expense Year as Estimated Excess, as defined in SectionÂ 4.4.2 below, and if Tenant paid more as Estimated Excess than the actual Excess, Tenant shall receive a credit in the amount of Tenant's overpayment against Rent next due under this Lease or Landlord may apply such overpayment against any unpaid Rent. The failure of Landlord to timely -13-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.furnish the Statement for any Expense Year shall not prejudice Landlord (provided that in the event that such failure continues for a period of three (3) months following receipt of notice from Tenant, Tenant may elect to seek specific performance) or Tenant from enforcing its rights under this ArticleÂ 4. Even though the Lease Term has expired and Tenant has vacated the Premises, when the final determination is made of Tenant's Share of Direct Expenses for the Expense Year in which this Lease terminates, if an Excess is present, Tenant shall, within thirty (30) days after receipt of the Statement, pay to Landlord such amount, and if Tenant paid more as Estimated Excess than the actual Excess, Landlord shall, within thirty (30) days, deliver a check payable to Tenant in the amount of the overpayment or apply such overpayment against any unpaid Rent. The provisions of this SectionÂ 4.4.1 shall survive the expiration or earlier termination of the Lease Term. Notwithstanding the immediately preceding sentence, Tenant shall not be responsible for Tenant's Share of any Direct Expenses attributable to any Expense Year which are first billed to Tenant more than two (2) calendar years after the earlier of the expiration of the applicable Expense Year or the Lease Expiration Date, provided that in any event Tenant shall be responsible for Tenant's Share of Direct Expenses which (x) were levied by any governmental authority or by any public utility companies, and (y) Landlord had not previously received an invoice therefor and which are currently due and owing (i.e., costs invoiced for the first time regardless of the date when the work or service relating to this Lease was performed), at any time following the Lease Expiration Date which are attributable to any Expense Year (provided that Landlord delivers Tenant a bill (a "Supplemental Statement") for such amounts within two (2) years following Landlord's receipt of the bill therefor).4.4.2Statement of Estimated Direct Expenses. In addition, Landlord shall use commercially reasonable efforts to give Tenant a yearly expense estimate statement (the "Estimate Statement") which shall set forth in general major categories Landlord's reasonable and good faith estimate (the "Estimate") of what the total amount of Direct Expenses for the then-current Expense Year shall be and the estimated excess (the "Estimated Excess") as calculated by comparing the Direct Expenses for such Expense Year, which shall be based upon the Estimate, to the amount of Direct Expenses for the Base Year. The failure of Landlord to timely furnish the Estimate Statement for any Expense Year shall not preclude Landlord from enforcing its rights to collect any Additional Rent under this ArticleÂ 4 (provided that in the event that such failure continues for a period of six (6) months following receipt of notice from Tenant, Tenant may elect to seek specific performance), nor shall Landlord be prohibited from revising any Estimate Statement or Estimated Excess theretofore delivered to the extent necessary; provided, however, any such subsequent revision shall set forth on a reasonably specific basis any particular expense increase. Thereafter, Tenant shall pay, within thirty (30) days after receipt of the Estimate Statement, a fraction of the Estimated Excess for the then-current Expense Year (reduced by any amounts paid pursuant to the second to last sentence of this SectionÂ 4.4.2). Such fraction shall have as its numerator the number of months which have elapsed in such current Expense Year, including the month of such payment, and twelve (12) as its denominator. Until a new Estimate Statement is furnished (which Landlord shall have the right to deliver to Tenant at any time), Tenant shall pay monthly, with the monthly Base Rent installments, an amount equal to one-twelfth (1/12) of the total Estimated Excess set forth in the previous Estimate Statement delivered by Landlord to Tenant. Throughout the Lease Term Landlord shall maintain records with respect to Direct Expenses in accordance with sound real estate management and accounting practices, consistently applied.4.4.3Cap on Controllable Expenses. Further, notwithstanding the foregoing, in no event shall Controllable Operating Expenses, as that term is defined below, for the Base Year and each Expense Year thereafter increase by more than five percent (5%) per Expense Year on a cumulative, compounded basis, except as a result of a change in the physical size of the Premises. For example, the maximum amount of Controllable Operating Expenses that may be included in the calculation of such Operating Expenses for each calendar year shall equal the product of the Controllable Operating Expenses and the following percentages for the following calendar years: 105% for the first year following the Base Year; 110.25% for the second year following the Base Year; 115.76% for the third year following the Base Year; 121.55% for the fourth year following the Base Year; etc. However, any increases in Operating Expenses not recovered by Landlord due to the foregoing limitation shall be carried forward into succeeding calendar years during the Lease Term (subject to the foregoing limitation) to the extent necessary until fully recouped by Landlord. Upon the commencement of the first Option Term (or any other extension of the initial Lease Term), the measuring Expense Year shall be reset to be the first Expense Year of such Option Term commences (which shall be deemed the Base Year for the Option Term). As used herein "Controllable Operating Expenses" shall mean all Operating Expenses, excluding the following: (i)Â utility charges, (ii)Â janitorial expenses, (iii)Â the cost of union labor, including payroll and benefits, which shall include labor which is not union as of the Lease Date but which unionizes after the Lease Date, (iv)Â market-wide labor-rate increases due to extraordinary circumstances, including without limitation, boycotts and strikes, (v)Â costs incurred due to an event of Force Majeure and other weather-related costs (including landscape maintenance costs, such as those resulting from infestation, storms, drought and other severe weather), (vi)Â Landlord's insurance costs and deductibles thereunder, (vii)Â costs relating to compliance with governmentally mandated transportation management -14-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.programs, (viii) costs which are required in order for the Project, Building or any portion thereof, to maintain a certification under the U.S. Green Building Council's Leadership in Energy and Environmental Design ("LEED"), or other applicable certification agency in connection with Landlord's sustainability practices for the Project (as such sustainability practices are to be determined by Landlord, in its sole and absolute discretion, from time to time), (ix) any costs that constitute Tax Expenses, (x) costs incurred to comply with Applicable Laws, (xi) amortized costs of Permitted Capital Expenditures, and (xii) any costs incurred specifically at the request of Tenant and not expressly required to be incurred by Landlord pursuant to this Lease.4.5Taxes and Other Charges for Which Tenant Is Directly Responsible. 4.5.1Tenant shall be liable for taxes levied against Tenant's equipment, furniture, fixtures and any other personal property located in or about the Premises and shall pay or dispute (to the extent lawful so to do) the same before delinquency. If any such taxes on Tenant's equipment, furniture, fixtures and any other personal property are levied against Landlord or Landlord's property or if the assessed value of Landlord's property is increased by the inclusion therein of a value placed upon such equipment, furniture, fixtures or any other personal property and if Landlord pays the taxes based upon such increased assessment, which Landlord shall have the right to do regardless of the validity thereof but only under proper protest if requested by Tenant, Tenant shall with thirty (30) days following demand by Landlord the taxes so levied against Landlord or the proportion of such taxes resulting from such increase in the assessment, as the case may be.4.5.2Notwithstanding any contrary provision herein Landlord may elect to charge Tenant directly, and in such event Tenant shall pay to Landlord, within thirty (30) days of demand, as Additional Rent, any or all of the following: (i)Â rent tax or sales tax, gross receipts tax, service tax, transfer tax or value added tax, and/or any other applicable tax on the rent or services herein or otherwise respecting this Lease, (ii)Â any taxes assessed upon or with respect to the possession, leasing, operation, management, maintenance, alteration, repair, use or occupancy by Tenant of the Premises or any portion of the Project, including the Parking Facilities, and taxes or assessments due to any type of ballot measure, including an initiative adopted by the voters or a local agency, or a state or municipal proposition approved by the voters; and (iii)Â taxes assessed upon this transaction or any document to which Tenant is a party creating or transferring an interest or an estate in the Premises. To the extent that Landlord elects to charge Tenant directly for any of the foregoing, then such items for which Tenant is so charged directly shall not be included in Direct Expenses.4.5.3Landlord may charge Tenant the estimated amount of taxes and other charges for which Tenant is directly responsible pursuant to this SectionÂ 4.5 on a monthly basis, provided that Landlord shall reconcile the amount actually paid by Tenant with the amount that Tenant should have paid, as part of Landlord's Statement following the end of each Expense Year.4.6Landlord's Records. 4.6.1In General. Subject to the TCCs of SectionÂ 4.2.6 below, within one (1) year after Tenant's receipt of a Statement for a particular Expense Year and, with respect to the Base Year, within one (1) year following receipt of a Statement for the first Expense Year following the Base Year (the "Audit Period"), if Tenant disputes the calculation of Direct Expenses set forth in such Statement, an independent certified public accountant designated and paid for by Tenant ("Tenant's Accountant"), may after reasonable notice to Landlord and at reasonable times, audit Landlord's records (the "Tenant Review") with respect to the Statement. In no event shall Tenant have the right to conduct such Tenant Review if Tenant is then in default under this Lease with respect to any of Tenant's monetary obligations, including, without limitation, the payment by Tenant of all Additional Rent amounts described in the Statement which is the subject of Tenant's Review, which payment, at Tenant's election, may be made under dispute. Tenant's Accountant must (A)Â be a member of a nationally or regionally recognized certified public accounting firm which has previous experience in auditing financial operating records of landlords of office buildings, (B) not be retained on a contingency fee basis (i.e., Tenant must be billed based on the actual time and materials that are incurred by Tenant's Accountant in the performance of the audit), and (C) not currently or within the previous twenty-four (24) month period be providing accounting and/or lease administration services to another tenant in the Project in connection with a review or audit by such other tenant of Direct Expenses. Any Tenant Review shall take place in Landlord's office at the Project or at such other location in Los Angeles County as Landlord may reasonably designate, and Landlord will provide Tenant with reasonable access to personnel as is reasonably necessary for the Tenant Review, reasonable accommodations for such Tenant Review and reasonable use of such available office equipment. Tenant shall provide Landlord with not less than thirty (30) days' notice of its desire to conduct such Tenant Review. In connection with the Tenant Review, Tenant and Tenant's Accountant must agree in advance to follow Landlord's reasonable rules and procedures regarding an audit of the aforementioned Landlord records that do not adversely affect the -15-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.ability of Tenant's Accountant to perform the audit in a reasonable manner, and shall execute a commercially reasonable confidentiality agreement regarding the Tenant Review. In connection with the foregoing review, Landlord shall furnish Tenant with such reasonable supporting documentation relating to the subject Statement or Supplemental Statement as Tenant may reasonably request. Any audit report prepared by Tenant's Accountant shall be delivered concurrently to Landlord and Tenant within the Audit Period. If after such audit, Tenant still disputes such Direct Expenses, an audit to determine the proper amount shall be made, at Tenant's expense, by an independent certified public accountant (the "Neutral Accountant") mutually selected by Landlord and Tenant that has not previously represented Landlord or Tenant; provided that if such audit by the Neutral Accountant proves that the Direct Expenses in the subject Expense Year were overstated by more than three percent (3%), then the cost of the Neutral Accountant and the out-of-pocket cost of Tenant's Accountant shall be paid for by Landlord. If Landlord and Tenant cannot agree upon and appoint a Neutral Accountant within thirty (30) days of Tenant's submittal of an audit report to Landlord, then Landlord or Tenant may apply to the Presiding Judge of the Los Angeles County Superior Court to appoint a Neutral Accountant in accordance with the criteria herein. If the resolution of the parties' dispute with regard to the Additional Rent shown on the Statement (as determined by Tenant Review and accepted by Landlord, or as determined by the Neutral Accountant, if applicable) reveals an error in the calculation of Tenant's Share of Direct Expenses to be paid for such Expense Year, the parties' sole remedy shall be for the parties to make appropriate payments or reimbursements, as the case may be, to each other as are determined to be owing. Any such payments shall be made within thirty (30) days following the resolution of such dispute; provided that if Landlord fails to make such payment within such time period, Tenant may treat any overpayments resulting from the foregoing resolution of such parties' dispute as a credit against Rent until such amounts are otherwise paid by Landlord. Subject to the terms of Section 4.6.2, below, this provision shall survive the termination of this Lease to allow the parties to enforce their respective rights hereunder.4.6.2Termination of Rights. Tenant's failure to audit the Direct Expenses set forth in any Statement within the Audit Period shall be deemed to be Tenant's approval of such Statement and Tenant, thereafter, waives the right or ability to audit the amounts set forth in such Statement; provided, however, that, that in no event shall the foregoing constitute a waiver by Tenant to pursue any fraud claims against Landlord pertaining to Direct Expenses to the extent allowable under Applicable Laws. Additionally, if following Tenant's delivery to Landlord of a written request for a Tenant Review, Landlord fails to make its accounting records for the applicable Expense Year reasonably available for such purpose in accordance with the terms of Section 4.6.1 above, then the Audit Period shall be extended one (1) day for each day that Tenant and/or Tenant's Auditor, as the case may be, is so prevented from accessing such accounting records. In no event shall the payment by Tenant of any Direct Expense payment, or any amount on account thereof, preclude Tenant from exercising its rights under this Section 4.6. Tenant's sole right to audit Landlord's records and to contest the amount of Direct Expenses with respect to any Expense Year shall be as expressly set forth in this SectionÂ 4.6, and Tenant hereby waives any and all other rights pursuant to Applicable Laws to audit such records and/or to contest the amount of Direct Expenses with respect to any Expense Year.4.7Tenant's Proposition 13 Protection Period. During the period beginning on (i) January 1, 2027 (i.e. the day after the end of the Base Year) and ending on the last day of Lease Year 1, Tenant shall not be obligated to pay any of the Tax Increase (defined below) with respect to the entire Premises leased by Tenant pursuant to this Lease, (ii) the first day of Lease Year 2 and ending on the last day of Lease Year 2, Tenant shall not be obligated to pay sixty-six percent (66%) of any Tax Increase with respect to the entire Premises leased by Tenant pursuant to this Lease, and (iii)Â the first day of Lease Year 3 and ending on the last day of Lease Year 3, Tenant shall not be obligated to pay thirty-three percent (33%) of any Tax Increase with respect to the entire Premises leased by Tenant pursuant to this Lease. Tenant shall be fully responsible for any Tax Increase (regardless of when such Tax Increase occurred) arising after the expiration of the Protection Period, including any extension of the Lease Term. The "Protection Period" is the period from January 1, 2027 through the earlier of: (a) the last day of Lease Year 3; and (b) the date, if any, that the terms of Proposition 13 are no longer applicable to the Property. 4.7.1Tax Increase. The "Tax Increase" is that portion of the Tax Expenses, as calculated immediately following the Reassessment (defined below), which is attributable solely to the Reassessment. The Tax Increase shall not include any portion of the Tax Expenses, as calculated immediately following the Reassessment, which is attributable to: (i) the assessed value of the Premises, Building or Project or the tenant improvements located therein prior to the Reassessment, (ii) assessments which were pending immediately prior to the Reassessment which assessments were conducted during, and included in, such Reassessment, or which assessments were otherwise rendered unnecessary following the Reassessment, (iii) the annual inflationary increase of real estate taxes, but not in excess of 2.0% per annum, (iv)Â is attributable to Tax Expenses incurred during the Base Year (calculated without regard to the effect of Proposition 8) or (v)Â any

tax, assessment or reassessment that is not pursuant to the terms of Proposition 13. The "Reassessment" is a reassessment of the Project for real estate tax purposes -16-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.by the appropriate governmental authority pursuant to the terms of Proposition 13 to the extent resulting from the consummation of any sale, refinancing, or change in ownership (whether in full or in part) of the Project. 4.7.2Landlord's Right to Purchase the Proposition 13 Protection Amount. The amount of Tax Expenses which Tenant is not obligated to pay or will not be obligated to pay in connection with a particular Reassessment shall be sometimes referred to hereafter as a "Proposition 13 Protection Amount." If the occurrence of a Reassessment is reasonably foreseeable by Landlord and the Proposition 13 Protection Amount attributable to such Reassessment can be reasonably quantified or estimated for each calendar year commencing with the calendar year in which the Reassessment will occur, the terms of this SectionÂ 4.7.2 shall apply to each such Reassessment. Upon notice to Tenant, Landlord shall have the right to purchase the Proposition 13 Protection Amount relating to the applicable Reassessment (the "Applicable Reassessment"), at any time during the Protection Period, by paying to Tenant an amount equal to the "Proposition 13 Purchase Price," as that term is defined below, provided that the right of any successor of Landlord to exercise its right of repurchase hereunder shall not apply to any Reassessment which results from the event pursuant to which such successor of Landlord became the Landlord under this Lease. The "Proposition 13 Purchase Price" is the present value of the Proposition 13 Protection Amount remaining during the Protection Period, as of the date of payment of the Proposition 13 Purchase Price by Landlord. Such present value shall be calculated (i)Â by using the portion of the Proposition 13 Protection Amount attributable to each remaining calendar year (as though the portion of such Proposition 13 Protection Amount benefitted Tenant at the middle of each calendar year), as the amounts to be discounted, and (ii)Â by using discount rates for each amount to be discounted equal to (A)Â the average rates of yield for United States Treasury Obligations with maturity dates as close as reasonably possible to the middle of each calendar year during which the portions of the Proposition 13 Protection Amount would have benefitted Tenant, which rates shall be those in effect as of Landlord's exercise of its right to purchase the Proposition 13 Protection Amount, plus (B) 1% per annum. Upon such payment of the Proposition 13 Purchase Price, the provisions of this Section 4.7 shall not apply to any Tax Increase attributable to the Applicable Reassessment. Since Landlord is estimating the Proposition 13 Purchase Price because a Reassessment has not yet occurred, then when such Reassessment occurs, if Landlord has underestimated the Proposition 13 Purchase Price, then upon notice by one party to the other, Tenant's Rent next due shall be credited with the amount of such underestimation, and if Landlord overestimates the Proposition 13 Purchase Price, then upon notice by Landlord to Tenant, Rent next due shall be increased by the amount of the overestimation shall be due within thirty (30) days.ARTICLE 5USE OF PREMISES5.1Permitted Use. Tenant shall use the Premises solely for the Permitted Use set forth in SectionÂ 7 of the Summary and Tenant shall not use or permit the Premises or the Project to be used for any other purpose or purposes whatsoever without the prior written consent of Landlord, which may be withheld in Landlord's sole and absolute discretion. Notwithstanding the foregoing, Tenant shall have the right, subject to compliance with all TCCs of this Lease, to use the Premises or portions thereof for the following specific purposes: (A)Â typical office kitchen, breakroom, pantry and dining room uses that do not require venting and consistent with typical general office use by office tenants in first-class office building projects; (B)Â recreation rooms for employees of Tenant; (C)Â vending machines and snack bars for the sale of food, confections, nonalcoholic beverages, newspapers and other convenience items to employees of Tenant, but not the general public; (D) business and mailroom machines, equipment for printing, producing and reproducing forms, circulars and other materials used in connection with the conduct of Tenant's business; (E) libraries for employees of Tenant; (F) computer and other electronic data processing; (G) boardrooms and conference rooms; (H) training and testing rooms for employees of Tenant; (I) facilities for storage of equipment and supplies in connection with the foregoing; (J) an audio-visual studio/stage and other video and filming activities. Notwithstanding the foregoing, in no event shall any of the uses set forth in items (A) through (J), above, or any non-general office component of the Permitted Use, as set forth in Section 6 of the Summary, require Landlord to modify the Base Building or cause odors, sounds, sound-related vibrations or other odors, noise or vibrations to be smelled, heard or felt from outside the Premises in excess of the level of odors, noise and vibrations caused by typical general office use. Tenant shall operate its business in the Premises, and in no event may Tenant's Permitted Use violate the rules and regulations reasonably promulgated by Landlord from time to time ("Rules and Regulations"), the current set of which (as of the Effective Date) is attached to this Lease as ExhibitÂ D; provided, however, the current Rules and Regulations shall not be unreasonably or discriminatorily modified or enforced in a manner which shall materially interfere with the conduct of Tenant's Permitted Use from the Premises or Tenant's use of or access to the Premises or the Tenant Parking Area. Landlord shall not be responsible to Tenant for the nonperformance of any of such Rules -17-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.and Regulations by or otherwise with respect to the acts or omissions of any other tenants or occupants of the Project; provided, however, that Landlord shall use commercially reasonable efforts (but not including the institution of legal proceedings) to enforce such non-performance against the other occupants and tenants of the Project, to the extent such non-performance has a material adverse effect on Tenant's use of or access to the Premises. 5.2Prohibited Uses. The uses prohibited under this Lease shall include, without limitation, use of the Premises or a portion thereof for (i)Â offices of any agency or bureau of the United States or any state or political subdivision thereof which (a) is of a character or reputation, is engaged in a business, or is of, or is associated with, a political orientation or faction, which is inconsistent with the nature of a first-class office project or which would otherwise reasonably offend a landlord of a Comparable Building, (b) is capable of exercising the power of eminent domain or condemnation, or (c) would, in Landlord's reasonable judgment, materially increase the human and/or vehicular traffic in, or the security threat to, the Premises, the Building and/or the Project; (ii)Â offices or agencies of any foreign governmental or political subdivision thereof (unless a similar tenant is located in the Building, and such entity (a) is not of a character or reputation, is engaged in a business, or is of, or is associated with, a political orientation or faction, which is inconsistent with the nature of a first-class office project or which would otherwise reasonably offend a landlord of a Comparable Building, (b) is not capable of exercising the power of eminent domain or condemnation, and (c) would not, in Landlord's reasonable judgment, materially increase the human and/or vehicular traffic in, or the security threat to, the Premises, the Building and/or the Project); (iii)Â offices of any health care professionals or service organization; (iv)Â schools or other training facilities which are not ancillary to corporate, executive or professional office use; (v)Â retail or restaurant uses; (vi)Â communications firms for broadcasting purposes such as radio and/or television stations; (vii)Â primary businesses that involves e-cigarettes, vaping, cannabis or other similar business models, or business that is prohibited from time to time by any documents between partners or members in the entity comprising Landlord from leasing or occupying space at the Building or Project (provided that Landlord shall deliver a list to Tenant of any such other prohibited entities or individuals from time to time within ten (10) business days of Tenant's written request); or (viii)Â any use that would violate Applicable Laws, zoning, building codes or any Underlying Documents (as defined in SectionÂ 5.4 of this Lease). Tenant shall not do or permit anything to be done in or about the Premises which will in any way obstruct or interfere with the rights of other tenants or occupants of the Project, nor shall Tenant cause, maintain or permit any nuisance in, on or about the Premises. 5.3Density. Tenant shall not use any substantial portion of the Premises for a "call center," any other telemarketing, credit processing or customer service center. Tenant's use shall not result in an occupancy density for the Premises which is greater than permitted by Applicable Laws. Landlord makes no representation or warranty that the Base Building, the Common Areas or the Premises will accommodate any particular density or that any particular density is permitted by Applicable Law or zoning requirements. Furthermore, Landlord shall not be obligated to make any changes to the Base Building or Common Areas to accommodate Tenant's occupancy density.5.4Underlying Documents. Tenant shall (i)Â be subject (and this Lease shall be subordinate) to all current or future (recorded and unrecorded) ground leases and master leases, development agreements, easements, licenses, operating agreements, declarations, restrictive covenants, covenants, conditions and restrictions affecting the Building or the Project (and any portion thereof), reciprocal easement agreements, parking licenses, and any agreements with transit agencies affecting the Building or the Project (all documents described in this item (i) and any additional provisions, exhibits, documents, rules and laws mentioned therein, are, collectively, "Underlying Documents"), (ii)Â comply with the requirements of the Underlying Documents, (iii)Â not perform any act or omission that would cause Landlord to be in violation of the Underlying Documents, (iv)Â be solely responsible for any amounts payable by Landlord resulting from Tenant's failure to comply with this SectionÂ 5.4, and (v)Â within ten (10) business days of request by Landlord, execute such further instruments or assurances as Landlord may reasonably deem necessary to evidence or confirm the subordination of this Lease to any Underlying Documents; provided, however, Tenant shall not be required to subordinate this Lease to any future Underlying Documents or amendments to existing Underlying Documents that shall materially, adversely (i) affect Tenant's use of the Premises for the Permitted Use or use of or access to the Premises or the Tenant Parking Area, (ii) materially, adversely affect Tenant's rights under this Lease, or (iii) increase Tenant's obligations under this Lease. Landlord reserves the right to further subdivide all or a portion of the Project.5.5Service Animals; Tenant's Dogs. With the exception of "service" animals (as defined by the Americans with Disabilities Act, the Fair Employment and Housing Act, and their accompanying guidelines or other Applicable Laws) ("Service Animals") and "Tenant's Dogs" (as defined below), no animals, reptiles, birds or pets are permitted in the Premises, Building or Project at any time. Any Service Animals brought to the Premises, Building or Project must (i)Â be dogs or other animals that are recognized as Service Animals under Title III of the Americans with Disabilities Act, the Fair -18-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.Employment and Housing Act, and their accompanying guidelines or other Applicable Laws, (ii)Â be individually trained to do work, perform tasks or provide support for a person with a recognized disability. Subject to the TCCs of this Section 5.5, Tenant shall be permitted to bring up to three (3) dogs, which dogs shall be non-aggressive, well behaved, fully-trained, fully-domesticated and fully-vaccinated dogs of no less than one (1) year in age (which dogs are owned by Tenant or an officer or employee of Tenant) and no more than one hundred (100) pounds in weight ("Tenant's Dogs"). Any Service Animals and all of Tenant's Dogs must Â be registered with Landlord's property management office prior to coming to the Premises, Building or Project. Dogs (other than Tenant's Dogs), birds, reptiles or other animals whose sole function is to provide emotional support or comfort are not permitted except to the extent required by Applicable Laws. The following TCCs shall apply to all Service Animals and Tenant's Dogs brought onto the Project by Tenant or Tenant's employees (to the extent enforceable by Applicable Laws): (1) while in or about the Premises, Building or Project, all Service Animals and Tenant's Dogs must be harnessed, leashed or tethered and under the handler's control at all times; (2) any Service Animals and Tenant's Dogs brought into the Building shall access the Premises through the service or freight elevator only, if one is functioning at the Building (otherwise the passenger elevators may be utilized); (3) all Service Animals and Tenant's Dogs must be free from offensive odors and display habits appropriate to the work environment of the Premises, Building and Project; (4) Service Animals and Tenant's Dogs may not be disruptive or aggressive or engage in behavior that endangers the health and safety of others; (5) all Service Animals and Tenant's Dogs shall be house-trained and vaccinated in accordance with Applicable Laws (and evidence of such vaccinations shall be provided to Landlord within five (5) business days of request); (6) Tenant shall immediately remove any animal waste and excrement from the Premises, Building and Project; and (7) Tenant's Dogs shall not be brought to the Project if such dog is ill or contracts a disease that could potentially threaten the health or wellbeing of any tenant or occupant of the Building (which diseases may include, but shall not be limited to, rabies, leptospirosis and Lyme disease). Tenant shall be responsible for any additional janitorial or cleaning costs and all other costs which may arise from the Service Animals' presence in the Project and/or the Building in excess of the costs that would have been incurred had Service Animals not been allowed in or around the Project and/or the Building. In the event Landlord receives any verbal or written complaints from any other tenant or occupant of the Project in connection with health-related issues (e.g., allergies) related to the presence of the Tenant's Dogs in the Premises, the Building (to the extent Tenant is not then the only tenant of the Building) or the Project, Landlord and Tenant shall promptly meet and mutually confer, in good faith, to determine appropriate mitigation measures to eliminate the causes of such complaints (which mitigation measures may include, without limitation, additional and/or different air filters to be installed in the Premises heating, air conditioning and ventilation system, or elsewhere in the Building), and Tenant shall cause such measures to be taken promptly at its sole cost or expense. Further, Tenant shall provide Landlord with evidence reasonably satisfactory to Landlord that Tenant's insurance provided pursuant to Article 10 of this Lease covers dog-related injuries and damage.ARTICLE 6SERVICES AND UTILITIES6.1Standard Tenant Services. Landlord shall operate and manage the Project in a first-class manner substantially consistent with that of first-class mid-rise institutionally owned Comparable Buildings ("Operations Standard") and provide the following services on all days and at all times (unless otherwise stated below) during the Lease Term.6.1.1HVAC. Subject to limitations imposed by all governmental rules, regulations and guidelines applicable thereto, Landlord shall provide heating, ventilation and air conditioning ("HVAC") when necessary for normal comfort for normal office use in the Premises from 8:00Â A.M. to 6:00Â P.M. Monday through Friday, and on Saturdays from 9:00Â A.M. to 1:00Â P.M. (collectively, the "Building Hours"), except for the date of observation of New Year's Day, President's Day, Memorial Day, Independence Day, Labor Day, Thanksgiving Day, Christmas Day and, at Landlord's discretion, other locally or nationally recognized holidays (collectively, the "Holidays"). Tenant shall cooperate fully with Landlord at all times and abide by all regulations and requirements that Landlord may reasonably prescribe for the proper functioning and protection of the HVAC, electrical, mechanical and plumbing systems. If Tenant desires to use HVAC during hours other Building Hours, Tenant's authorized representative may access Landlord's automated system and order such HVAC, and Landlord shall supply such HVAC to Tenant at such hourly cost per zone to Tenant (which shall be treated as Additional Rent) in an amount equal to the "After Hours HVAC Cost," as that term is defined below. As used in this Lease, "After Hours HVAC Cost" shall initially be equal to $45.00 per hour per unit required. "Actual Cost" shall mean an amount equal to the actual out-of-pocket incremental extra costs to Landlord to provide such services or utilities, without markup for profit or overhead, but including depreciation. Landlord shall also cause the indoor air quality of the Premises to materially comply with, for the entire Lease Term the standards set forth in Standard 62.1-2010 for office occupancy -19-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.("Ventilation for Acceptable Indoor Air Quality"), including both the requirements of the Ventilation Rate Procedure and Indoor Air Quality Procedure and the maintenance requirements, recommendations and guidelines contained therein, promulgated by the American Society of Heating, Refrigerating and Air Conditioning Engineers ("ASHRAE") (collectively, the "Indoor Air Quality Standard"), but excluding any failure to comply as a result of a Tenant Triggered Air Quality Failure. In the event the indoor air quality delivered to the Premises (excluding any air delivered by any Rooftop and Supplemental Equipment) does not meet the Indoor Air Quality Standard, such condition shall be referred to as a "Sick Building," and Tenant shall provide Landlord with notice (the "Sick Building Notice") that the Building is a Sick Building, and Landlord shall have a period of five (5) business days to verify that the Building is a Sick Building and commence corrective action (and thereafter diligently pursue to completion). A "Tenant Triggered Air Quality Failure" shall mean a failure to meet the Indoor Air Quality Standard as a result of any of the following: (i) Tenant's use of the Premises (for non-general office use), (ii)Â Tenant's installation of Alterations that adversely affect the Indoor Air Quality (e.g., use of non-low VOC paints), (iii) any act or omission of Tenant or Tenant's Parties, including Tenant's failure to comply with Tenant's Repair Obligations, (iv)Â Tenant's occupancy density in excess of eight (8) persons per each one thousand (1,000) usable square foot of the Premises (or such lesser maximum density prescribed by Applicable Laws). If Landlord has not objected to the Sick Building determination and has not commenced corrective action within the foregoing five (5) business day period, then Tenant may, as its sole remedies, exercise its rights set forth in Section 7.3, below or elect to have such failure constitute an Abatement Event pursuant to SectionÂ 19.5.2, below by providing an "Additional Abatement Notice" (and the Sick Building Notice shall constitute Tenant's "Initial Abatement Notice" for such purposes). Any dispute as to whether Landlord has commenced to cure the Sick Building, diligently pursued to completion, or whether the Building constitutes a Sick Building shall be resolved by the selection of an arbitrator to resolve the dispute, which arbitrator shall be selected and qualified pursuant to the procedures set forth in SectionÂ 29.35 of this Lease. If Tenant prevails in the arbitration, the amount of the Arbitration Award (which shall include interest at the Interest Rate from the time of each expenditure by Tenant until the date Tenant receives such amount by payment or offset and attorneys' fees and related costs) may be deducted by Tenant from the Rent next due and owing under this Lease.6.1.2Electricity. Landlord shall, as part of Operating Expenses, provide electricity to the Premises via the existing Building electrical systems (including adequate electrical wiring and facilities for connection to Tenant's lighting fixtures and other equipment) for lighting and power suitable for normal general office use, as reasonably determined by Landlord and in accordance with applicable Laws. Tenant's use of electricity shall never exceed the capacity of the feeders to the Project or the risers or wiring installation, nor shall Tenant utilize electricity in excess of Applicable Laws.6.1.3Lighting. Landlord, as part of Operating Expenses, shall replace lamps, starters and ballasts for Building standard non-LED lighting fixtures (and non-Building standard non-LED lighting fixtures that utilize the same lamps, starters and ballasts) within the Premises, and

drivers, transformers, and lighting controls for Building standard LED lighting fixtures (and lambs for non-Building standard LED lighting fixtures utilizing MR16 lamps) within the Premises. Tenant shall bear the cost of replacement of all other components of lighting within the Premises. 6.1.4Water. Landlord shall provide city water from the regular Building outlets for drinking, drinking fountains (if any), lavatory and toilet purposes and for typical office kitchens within the Premises. 6.1.5Janitorial and Window Washing. Landlord shall provide customary weekday janitorial services to the Premises Monday through Friday, except the date of observation of the Holidays, in and about the Premises (including restroom supplies) in accordance with the Building standard cleaning specifications set forth on Exhibit I attached hereto, subject to reasonable modifications consistent with the Operations Standard, and Landlord shall provide exterior window washing services in a manner consistent with the Operations Standard (at least bi-annually). At Landlord's option, but consistent with the practices of landlords of Comparable Buildings, Landlord may increase the scope or nature of certain janitorial services provided to the Premises, such as sanitizing the Premises or providing increased services following a Tenant event, and if such increase is specific to the Premises, or is performed at the request of Tenant, then Tenant shall pay the cost of the increase directly to Landlord as Additional Rent, and otherwise such costs shall be included in Operating Expenses. 6.1.6Elevators. Landlord shall provide nonexclusive, non-attended automatic passenger elevator service during the Building Hours, and shall have at least one elevator available at all other times. Landlord shall provide nonexclusive freight elevator service subject to reasonable and non-discriminatory scheduling and rules and regulations set forth by Landlord.6.1.7Access; Access Control. Subject to compliance with Landlord's access control procedures and Applicable Laws, and except when and where Tenant's right of access is specifically -20-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.restricted or limited in this Lease, Tenant shall have the right of access to the Premises twenty-four (24) hours per day, seven (7) days per week during the Lease Term. Landlord shall provide Tenant with appropriate contact information that Tenant may contact in the event of an emergency at the Premises or the Building twenty-four (24) hours per day, seven (7) days per week (whether or not during Building Hours). Landlord shall provide access control services to the Common Areas serving the Premises in a manner consistent with the Operations Standard. 6.2Office and Communications Services. Certain office and communications services (which may include, without limitation, cable or satellite television service) may be offered to tenants of the Building or Project by a concessionaire under contract to Landlord or designated and contracted with by Tenant ("Provider"). Tenant shall be permitted to contract with Provider for the provision of any or all of such services on such TCCs as Tenant and Provider may agree. In the event that Tenant elects to contract with a Provider other than the existing Providers to the Building, Tenant shall, at Tenant's expense, cause such Provider to contract with the Landlord and Landlord shall provide fiber for the existing fiber riser for use by Tenant's selected carriers. Additionally, Landlord agrees to provide, at Landlord's sole cost, access to a shared conduit to extend from the Building's MPOE to the telephone and electrical closets serving the Premises so that the Provider may install any cabling (including fiber optic cabling) and equipment necessary to provide such telecommunications and/or internet service from the electrical and telephone closets to the Premises. Tenant acknowledges and agrees that: (i)Â Landlord has made no warranty or representation to Tenant with respect to the availability of any such services, or the quality, reliability or suitability thereof; (ii)Â the Provider is not acting as the agent or representative of Landlord in the provision of such services, and Landlord shall have no liability or responsibility for any failure or inadequacy of such services, or any equipment or facilities used in the furnishing thereof, or any act or omission of Provider, or its agents, employees, representatives, officers or contractors; (iii)Â Landlord shall have no responsibility or liability for the installation, alteration, repair, maintenance, furnishing, operation, adjustment or removal of any such services, equipment or facilities; and (iv)Â any contract or other agreement between Tenant and Provider shall be independent of this Lease, the obligations of Tenant hereunder, and the rights of Landlord hereunder, and, without limiting the foregoing, no default or failure of Provider with respect to any such services, equipment or facilities, or under any contract or agreement relating thereto, shall have any effect on this Lease or give to Tenant any offset or defense to the full and timely performance of its obligations hereunder, or entitle Tenant to any abatement of Rent, or constitute any accrual or constructive eviction of Tenant, or otherwise give rise to any other claim of any nature against Landlord.6.3Overstandard Tenant Use. In the event Tenant uses heat-generating machines, machines other than normal fractional horsepower office machines, or equipment (which machines and/or equipment are in excess of general office use quantities and/or configurations) or lighting other than Building standard lights in the Premises, which may materially affect the temperature otherwise maintained by the HVAC or increase the water normally furnished for the Premises by Landlord pursuant to the terms of SectionÂ 6.1 of this Lease, Tenant shall, subject to the TCCs of ArticleÂ 8 below, install supplementary air conditioning units or other facilities in the Premises, including supplementary or additional metering devices, and the Actual Cost thereof, including the cost of installation, operation and maintenance and other similar charges, shall be borne by Tenant. If Tenant uses water in excess of that supplied by Landlord pursuant to SectionÂ 6.1 of this Lease, Tenant shall pay to Landlord, within thirty (30) days of billing, the Actual Cost of such excess consumption, the Actual Cost of installing, testing and maintaining of the metering devices. Notwithstanding the foregoing, Landlord may only charge such excess costs to Tenant to the extent that Landlord also separately bills its other tenants in the Building, if any, for usage in excess of amounts set forth in SectionÂ 6.1, above. 6.4Interruption of Use. Landlord shall not be liable for damages, by abatement of Rent (except as provided in Section 19.6.2 of this Lease) or otherwise, for failure to furnish or delay in furnishing any service (including telephone and telecommunication services), or for any diminution in the quality or quantity thereof, when such failure or delay or diminution is occasioned, in whole or in part, by breakage, repairs, replacements, or improvements (and Landlord agrees to use commercially reasonable efforts to minimize interference with Tenant's business in the Premises in connection with the performance of any non-emergency work and further agree to provide Tenant with at least twenty-four (24) hours prior written notice of any planned shutdowns of electrical power within the Building or any planned shutdowns by the utility serving the Building (to the extent Landlord has notice thereof) excluding emergency shut downs for which Landlord is unable to provide such notice), by any strike, lockout or other labor trouble, by inability to secure electricity, gas, water, or other fuel at the Building or Project after reasonable effort to do so, by any riot or other dangerous condition, emergency, accident or casualty whatsoever, by act or default of Tenant or other parties, or by any other cause beyond Landlord's reasonable control; and such failures or delays or diminution shall never be deemed to constitute an eviction or disturbance of Tenant's use and possession of the Premises (subject, however, to Landlord's covenant of quiet enjoyment) or relieve Tenant from paying Rent (except as provided in Section 19.6.2 of -21-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.this Lease) or performing any of its obligations under this Lease; provided, however, that Landlord shall use commercially reasonable and diligent efforts to restore such service to the extent the restoration of the same is not the obligation of Tenant, the utility company or other third party. Furthermore, Landlord shall not be liable under any circumstances for a loss of, or injury to, property or for injury to, or interference with, Tenant's business, including, without limitation, loss of profits, however occurring, through or in connection with or incidental to a failure to furnish any of the services or utilities as set forth in this Article 6; provided, however, that Landlord shall be responsible for any property damage or personal injury to the extent set forth in Section 10.1.7 of this Lease.6.5Rooftop and Supplemental Rights. Tenant may install (either as an Alteration or Tenant Improvement), repair, maintain and use, at Tenant's sole cost and expense but without the payment of any Base Rent or similar fee or charge, (i)Â a reasonable amount of satellite dishes and antennae, occupying a reasonably sized area on the roof of the Building, mutually and reasonably determined by Landlord and Tenant, for the receiving of signals or broadcasts servicing the business conducted by Tenant from within the Premises and (ii) a reasonable amount of supplemental HVAC units or systems on the roof of the Building or within the Premises, which include the corresponding fan unit and connections within the Building (collectively, the "Rooftop and Supplemental Equipment"). The Rooftop and Supplemental Equipment shall not be higher than six feet (6') and shall fit within an area no larger than (or otherwise occupy a space which is larger than) seven feet (7') by seven feet (7'). Landlord makes no representations or warranties whatsoever with respect to the condition of the roof of the Building, or the fitness or suitability of the roof of the Building for the installation, maintenance and operation of the Rooftop and Supplemental Equipment, including, without limitation, with respect to the quality and clarity of any receptions and transmissions to or from the Rooftop and Supplemental Equipment and the presence of any interference with such signals whether emanating from the Building or otherwise. For all purposes under this Lease, the Rooftop and Supplemental Equipment shall be deemed to be included within the definition of Tenant's External Property. 6.5.1Installation of Rooftop and Supplemental Equipment. In the event Tenant elects to exercise its right to install the Rooftop and Supplemental Equipment, then Tenant shall give Landlord prior written notice thereof and shall submit to Landlord (a) construction ready plans and specifications (specifically including, without limitation, all mounting and waterproofing details) prepared by a registered professional engineer which (1) specify in detail the design, location, size, model, weight, method of installation and method of screening and frequency of the Rooftop and Supplemental Equipment and (2) are sufficiently detailed to allow for the installation of the Rooftop and Supplemental Equipment in a good and workmanlike manner and in accordance with all Applicable Laws for Landlord's review and approval (such submission, review and approval, and construction shall be governed by the applicable process for Alterations or Tenant Improvements and this SectionÂ 6.5); provided, however, that Landlord may withhold consent in its sole and absolute discretion if the weight of the Rooftop and Supplemental Equipment would require the installation of bracing or other structural support or would affect Landlord's roof warranties and (b) all necessary consents, approvals, permits or registrations, including architectural guidelines in effect for the area in which the Building is located as they may be amended from time to time, required for the installation, maintenance, use or operation of the Rooftop and Supplemental Equipment in accordance with Applicable Law. The location of any such Rooftop and Supplemental Equipment shall be reasonably designated by Landlord and Landlord may require, as a condition to Landlord's approval of the plans and specifications, Tenant to install screening around such Rooftop and Supplemental Equipment, at Tenant's sole cost and expense, as reasonably designated by Landlord. Tenant shall reimburse to Landlord the Actual Costs reasonably incurred by Landlord in approving such Rooftop and Supplemental Equipment. If the Rooftop and Supplemental Equipment uses any electricity, and Tenant is not the only direct tenant of the Building, Tenant shall pay for the cost to purchase and install electrical submeter equipment and wiring, and thereafter Tenant shall either pay the provider directly, or pay to Landlord the monthly electrical submeter charges, throughout the Lease Term. Landlord's approval of any such plans and specifications shall not constitute a representation or warranty by Landlord that such plans and specifications comply with sound architectural guidelines and/or engineering practices or will comply with all applicable Laws; such compliance shall be the sole responsibility of Tenant. Tenant shall maintain all permits necessary for the maintenance and operation of the Rooftop and Supplemental Equipment while it is on the Building, and all such permits shall be in Tenant's name.6.5.2Repair, Maintenance and Removal of Rooftop and Supplemental Equipment. Tenant shall operate, service, maintain and repair such Rooftop and Supplemental Equipment and any screening therefor, in accordance with the TCCs of this Lease and in such a manner so as not to unreasonably interfere with any other equipment or systems (including other satellite, antennae, or other transmission facility) in the Project. 6.5.3Use of Rooftop and Supplemental Equipment. Tenant shall not be entitled to license its Rooftop and Supplemental Equipment to any third party, nor shall Tenant be permitted to -22-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.receive any revenues, fees or any other consideration for the use of such Rooftop and Supplemental Equipment by a third party. Tenant's right to install such Rooftop and Supplemental Equipment shall be non-exclusive, and Tenant hereby expressly acknowledges Landlord's continued right to itself utilize a portion of the rooftop of the Building for Building Systems, and to grant similar rights to other tenants, subtenants, and occupants of the Project (if any) if the same does not interfere with Tenant's Rooftop and Supplemental Equipment.6.6Tenant's Security System. Tenant shall have the right, at any time during the Lease Term, to install a separate security system for the Premises as appropriate and to Tenant's standards (the "Tenant's Security System"), including (i)Â the installation of multi-class readers and/or other key-card systems at the doors to the Premises'; and (ii) the installation of continuously monitored security cameras and/or video monitoring equipment within the Premises (and in no event may Tenant install any cameras or monitoring equipment outside of the Premises). Tenant's Security Systems shall be subject to Landlord's prior review and approval (not to be unreasonably withheld, conditioned or delayed), and the installation thereof shall be deemed an Alteration and shall be performed pursuant to Article 8 of this Lease below, or a Tenant Improvement if performed pursuant to Exhibit B attached hereto, but the physical components of Tenant's Security System shall be deemed Tenant's Property for all other purposes of this Lease. In addition, Tenant shall coordinate the selection, installation and operation of all physical components of Tenant's Security System with Landlord in order to ensure that Tenant's Security System is compatible with Landlord's Building security systems and equipment, and to the extent that Tenant's Security System is not compatible with Landlord's Building systems and equipment, Tenant shall not connect such system to Landlord's access-control system and Tenant shall need to utilize access badges for both the Landlord's Building security system as well as Tenant's Security System. Tenant shall be solely responsible, at Tenant's sole cost and expense, for the installation, monitoring, operation, replacement and removal of Tenant's Security System. Tenant shall provide Landlord with any information reasonably required regarding Tenant's Security System in the event access to the Premises is necessary in an emergency. Tenant's obligations for removal of Tenant's Security System are set forth in ArticleÂ 15 below.ARTICLE 7REPAIRS AND MAINTENANCE7.1Tenant's Repair and Maintenance Obligations. Tenant shall, at Tenant's own expense, maintain and keep in good repair and first class condition and operating order the following (collectively, "Tenant's Repair Obligations"): (i)Â the Premises (which excludes the Base Building), including all improvements, fixtures, equipment, interior window coverings, and furnishings therein (which obligation of Tenant shall include, without limitation, the prompt replacement or repair, as reasonably required, of all damaged, broken, or worn fixtures and appurtenances, which work shall be performed by Tenant under the supervision and subject to the prior reasonable approval of Landlord), (ii)Â all furniture, business and trade fixtures, equipment, free-standing cabinet work, movable partitions, Water Sensors, servers, telephones, Cabling, merchandise and all other items of Tenant's property located in the Premises (collectively, "Tenant's Personal Property"), and (iii) any property or equipment installed by Tenant at the Project, and located outside of the Premises ("Tenant's External Property"), and (iv) all improvements and systems (excluding Building Systems) exclusively serving the Premises, including the Rooftop and Supplemental Equipment,' restrooms located outside of the Building core, and any communications or computer wires and cables serving the Premises (collectively, the "Cabling") and applicable branch lines of the plumbing, electrical and other Building Systems as extending from the core and MPOE, except Landlord is responsible for plumbing and electrical branch lines within core restrooms. Notwithstanding the foregoing or anything to the contrary in this Lease, Tenant shall not perform any Tenant Repair Obligations that impact the Building Systems (defined below) or the Building Structure (defined below) without the prior written consent of Landlord.7.2Landlord's Repair and Maintenance Obligations. Landlord shall maintain and keep in good repair and first class condition and operating order in a manner substantially consistent with the Operations Standard the following (collectively, "Landlord's Repair Obligations"): (i)Â the structural portions of the Building, including the foundation, floor/ceiling slabs, roof structure, roof membrane, curtain wall, sewer and water mains, exterior glass and mullions, columns, beams, shafts (including elevator shafts), Fire Stairs, elevator cabs, Building mechanical, electrical and telephone closets, structural portions of the Tenant Parking Area, plazas, pavement, sidewalks, and curbs (collectively, "Building Structure"), (ii)Â the mechanical (including equipment located on the roof and within the core of the Building, and excluding any distribution outside of the core), electrical (excluding distribution of any such systems within the Premises), life safety, plumbing (excluding distribution of any such systems within the Premises other than within restrooms in the Building core), sprinkler systems and the BB HVAC System and other building systems and equipment which were not constructed by Tenant or Tenant Parties or the predecessor occupant of the Premises (collectively, the "Building Systems") and -23-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.(iii)Â restrooms located in the core of the Building, the Common Areas, which shall include sidewalks, landscaping, entrances and the Tenant Parking Area. The "Base Building" shall mean the Building Structure and the Building Systems. Notwithstanding anything in this Lease to the contrary, if any repairs that are Landlord's Repair Obligations to the extent required because of (i)Â Tenant's use of the Premises for other than normal and customary business office operations, or (ii)Â required due to Tenant's construction of non-general office Tenant Improvements or Alterations, then Landlord shall make such repairs and replacements, at Tenant's sole cost, sufficient to reimburse Landlord for the Actual Cost thereof (including all overhead, general conditions, fees and other costs or expenses arising from Landlord's involvement with such repairs and replacements) within thirty (30) days of being billed for same. In the event that the Premises has an "open ceiling plan", then Landlord and third parties leasing or otherwise using/managing or servicing space on the floor immediately above the Premises shall have the right to install, maintain, repair and replace mechanical, electrical and plumbing fixtures, devices, piping, ductwork and all other improvements through the floor above the Premises (which may penetrate through the ceiling of the Premises and be visible within the Premises during the course of construction and upon completion thereof), as Landlord may determine in Landlord's commercially reasonable discretion and with reasonable approval

rights being afforded to Tenant with respect thereto. Notwithstanding Tenant's occupancy of the Premises during the performance of any of Landlord's Repair Obligations, except as otherwise provided herein, the performance of Landlord's Repair Obligations shall in no way constitute a constructive eviction of Tenant nor entitle Tenant to any abatement of Rent; provided that Landlord shall perform Landlord's Repair Obligations in a manner so as to minimize any material, adverse effect upon Tenant's use of, or ingress or egress to, the Premises.Â Subject to the foregoing, Tenant shall promptly and reasonably cooperate with Landlord and any of the third parties performing Landlord's Repair Obligations in the Premises in order to facilitate the performance of such work in an efficient and timely manner. Landlord's entry into the Premises to perform any repairs or maintenance hereunder shall be subject to Article 27 below. Tenant hereby waives any and all rights under and benefits of subsection 1 of SectionÂ 1932 and SectionsÂ 1941 and 1942 of the California Civil Code or under any similar law, statute, or ordinance now or hereafter in effect.7.3Tenant's Right to Make Repairs. Notwithstanding any of the terms and conditions set forth in this Lease to the contrary, if Tenant provides Notice to Landlord of an event or circumstance which requires the action of Landlord with respect to the performance of Landlord's Repair Obligations required on any floor of the Building containing space leased by Tenant, including repairs to the Base Building located on such floors (and the Base Building components not located on floor(s) of the Building leased by Tenant but which service any portion of the Premises), which event or circumstance materially or adversely affects the conduct of Tenant's business from the Premises, and Landlord fails to commence corrective action within a reasonable period of time, given the circumstances, after the receipt of such Notice, but in any event not later than thirty (30)Â days after receipt of such Notice, then Tenant may proceed to take the required action upon delivery of an additional ten (10)Â business days' Notice to Landlord specifying that Tenant is taking such required action (provided, however, that the initial thirtyÂ (30) day Notice and the subsequent tenÂ (10) day Notice shall not be required in the event of an Emergency) and if such action was required under the TCCs of this Lease to be taken by Landlord and was not commenced by Landlord within such ten (10)Â business day period and thereafter diligently pursued to completion, then Tenant shall be entitled to take such action and receive prompt reimbursement by Landlord of Tenant's reasonable costs and expenses in taking such action plus interest thereon at the Interest Rate. In the event Tenant takes such action, Tenant shall use only those contractors used by Landlord in the Building for Landlord's Repair Obligations unless such contractors are unwilling or unable to perform, or timely perform, such work, in which event Tenant may utilize the services of any other qualified contractor which normally and regularly performs similar work in Comparable Buildings, but in no event may Tenant vitiate any of the warranties for the Base Building. Furthermore, in no event may Tenant enter the premises of other tenants or occupants of the Building or interfere with such tenants or occupants use of their premises in performing any work under this Section 7.3. Promptly following completion of any work taken by Tenant pursuant to the terms and conditions of this SectionÂ 7.3, Tenant shall deliver a detailed invoice of the work completed, the materials used and the costs relating thereto. If Landlord does not deliver a detailed written objection to Tenant within thirty (30)Â days after receipt of an invoice from Tenant, then Tenant shall be entitled to deduct from Rent payable by Tenant under this Lease, the amount set forth in such invoice. If, however, Landlord delivers to Tenant, within thirty (30)Â days after receipt of Tenant's invoice, a written objection to the payment of such invoice, setting forth with reasonable particularity Landlord's reasons for its claim that such action did not have to be taken by Landlord pursuant to the terms and conditions of this Lease or that the charges are excessive (in which case Landlord shall pay the amount it contends would not have been excessive), then Tenant shall not then be entitled to such deduction from Rent. If Landlord objects to any deduction from Rent, Tenant may proceed to claim a default by Landlord or, if elected by either Landlord or Tenant, the matter shall proceed to resolution by the selection of an arbitrator to resolve the dispute, which arbitrator shall be selected and qualified pursuant to the procedures set forth in SectionÂ 29.35 of this Lease. If Tenant prevails in the arbitration, the amount of the Arbitration Award (which shall include interest at the Interest -24-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.Rate from the time of each expenditure by Tenant until the date Tenant receives such amount by payment or offset and attorneys' fees and related costs) may be deducted by Tenant from the Rent next due and owing under this Lease. For purposes of this SectionÂ 7.3, an "Emergency" shall mean an event threatening immediate and material danger to people located in the Premises or immediate, material damage to Tenant's Property or creates a realistic possibility of an immediate and material interference with, or immediate and material interruption of a material aspect of Tenant's business operations.ARTICLE 8ADDITIONS AND ALTERATIONS8.1Landlord's Consent to Alterations. Tenant may not make any improvements, alterations, additions or changes to the Premises or any other areas relating to Tenant's Repair Obligations (collectively, the "Alterations") without the prior written consent of Landlord to such Alterations, which consent shall be requested by Tenant not less than ten (10) business days prior to the commencement thereof, and which consent shall not be unreasonably withheld by Landlord and shall be granted or denied within ten (10) business days, provided it shall be deemed reasonable for Landlord to withhold its consent to any Alteration which constitutes a Design Problem (without limitation as to any other reasonable grounds for Landlord to withhold its consent to any particular Alterations). A "Design Problem" is defined as, and will be deemed to exist if such Alterations or Tenant Improvements may (i)Â adversely affect the exterior appearance of the Building; (ii)Â affect the Building Structure or adversely affect the Building Systems in a non-de minimis manner; (iii)Â fail to comply with Applicable Laws and applicable building codes ("Code") or would cause any other portion of the Project to fail to comply with Applicable Laws or Code, (iv)Â jeopardize the LEED certification for the Project, if any, (v)Â vitiate or otherwise negatively affect any warranty, guaranty, or insurance maintained by Landlord, (vi)Â unreasonably interfere with any other tenant or occupant of the Project, or (vii)Â affect the certificate of occupancy or its legal equivalent for the Project or any portion thereof, or (viii) fail to adhere to mandatory Landlord's Building standard requirements for the Project (or meet minimum quality standards set forth therein). Notwithstanding the foregoing, Tenant shall be permitted to make Alterations following ten (10) business days' notice to Landlord ("Cosmetic Alterations Notice"), but without Landlord's prior consent, to the extent that such Alterations do not (a)Â constitute a Design Problem, (b)Â require a building or construction permit, or (c) constitute a Mandatory Removal Item or Specialty Improvement (the "Cosmetic Alterations"). The Cosmetic Alterations Notice must be accompanied by reasonably adequate evidence that such Cosmetic Alterations meet the criteria set forth above in this Section 8.1 (failing which Tenant shall not be permitted to perform such Alterations without Landlord's prior written consent). The construction of the initial Tenant Improvements to the Premises shall be governed by the terms of the Tenant Work Letter and not the terms of this ArticleÂ 8 (provided, however, such initial Tenant Improvements shall be deemed to constitute Alterations for purposes of Section 8.5 below). Tenant shall also have the right without prior notice at any time to install cabling that does not affect the Building Systems and are located entirely within the Premises.8.2Manner of Construction. Landlord may impose, as a condition to Tenant's right to perform any Alterations, such requirements as Landlord in its reasonable discretion consistent with landlords of Comparable Buildings may deem desirable, including, but not limited to, (i)Â the requirement that Tenant utilize for such purposes only contractors, subcontractors, materials, mechanics and materialmen selected by Tenant and reasonably approved by Landlord, (ii)Â that Tenant enter into a construction contract that includes Landlord's then-standard commercially reasonable construction rider (or such other construction rider as Landlord may reasonably require), which rider shall include, among other things, Landlord's commercially reasonable insurance and indemnity requirements, and (iii)Â any cabling (including riser cables) installed by Tenant shall be (x)Â appropriately insulated to prevent excessive electromagnetic fields or radiation, (y)Â surrounded by a protective conduit reasonably acceptable to Landlord, and (z)Â identified in accordance with Landlord's Building standard requirements. Tenant shall be solely responsible for acquiring a permit for all Alterations, furnishing of a copy of such permit and approvals to Landlord prior to the commencement of the work, and complying with all conditions of said permit in a prompt and expeditious manner. If such Alterations will involve the use of or disturb Hazardous Materials, Tenant shall notify Landlord prior to performing such Alterations and comply with Landlord's reasonable non-discriminatory rules and regulations concerning such Hazardous Materials. Tenant shall construct all Alterations in a good and workmanlike manner, in conformance with any and all Applicable Laws and Landlord's reasonable written construction rules and regulations; provided, however, that prior to commencing to construct any Alteration, Tenant shall meet with Landlord to discuss Landlord's design parameters and Code compliance issues. In performing the work of any such Alterations, Tenant shall have the work performed in such manner so as not to obstruct access to the Project or any portion thereof, by any other tenant of the Project, and so as not to obstruct the business of Landlord or other tenants in the Project. Tenant shall use commercially reasonable efforts (which may include utilizing a separate access gate system) to minimize any disturbance to labor harmony with the -25-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.workforce or trades engaged in performing other work, labor or services in or about the Project. In addition to Tenant's obligations under ArticleÂ 9 of this Lease, upon completion of any Alterations, at Landlord's request, Tenant agrees to prepare and Landlord shall execute if factually correct, and Tenant shall cause a Notice of Completion to be recorded in the office of the Recorder of the county in which the Project is located in accordance with SectionÂ 8182 of the Civil Code of the State of California or any successor statute. Tenant shall, promptly following the completion of any Alterations (including any Cosmetic Alterations), compile and deliver to Landlord a "close-out package" in such format designated by Landlord (e.g., paper and/or electronic files) containing, without limitation, the following items (to the extent deemed necessary by Landlord for the particular Alterations): (a) as-built drawings and final record CAD drawings, (b) warranties and guarantees from all contractors, subcontractors and material suppliers, (c)Â all permits, approvals and other documents issued by any governmental agency in connection with the Alterations, (d)Â an independent air balance report, if required due to the nature of the Alterations, (e) lien releases for all work performed at the Project, and (f) such other information or materials as may be reasonably requested by Landlord.8.3Payment for Alterations. Tenant is responsible for all of the costs of performing any Alterations. In addition, in connection with all Alterations performed after the calendar year 2023, Tenant shall pay Landlord an oversight fee equal to three percent (3%) of the cost of the Alterations for Landlord-managed/build jobs and one (1%) for Tenant-managed/build jobs. Tenant shall also reimburse Landlord for Landlord's reasonable, actual out-of-pocket costs and expenses actually incurred in connection with Landlord's review of any Alterations to the extent for such Alterations could create a Design Problem.8.4Construction Insurance. In addition to the requirements of ArticleÂ 10 of this Lease, in the event that Tenant makes any Alterations, prior to the commencement of such Alterations, Tenant shall provide Landlord with evidence that Tenant or Tenant's contractor carries "Builder's Risk" insurance in an amount reasonably approved by Landlord covering the construction of such Alterations, and such other insurance as Landlord may reasonably require, it being understood and agreed that all of such Alterations shall be insured by Tenant pursuant to ArticleÂ 10 of this Lease immediately upon completion thereof.8.5Ownership and Removal. The initial Tenant Improvements shall be deemed to constitute Alterations for purposes of this Section 8.5. All Alterations (excluding Tenant's Personal Property and Tenant's External Property) shall, upon completion of construction, become part of the Premises and the property of Landlord. Notwithstanding the foregoing, Tenant shall, at Tenant's expense, remove all Mandatory Removal Items (as defined below) and Landlord may, by written notice to Tenant concurrently with Landlord's consent of the same (including consent provided pursuant to the Tenant Work Letter), require Tenant, at Tenant's expense, to remove any Specialty Improvements, in which event Tenant shall be required to remove all Mandatory Removal Items and designated Specialty Improvements in accordance with the TCCs of Section 15.2 below. Tenant is not required to remove: (a) any existing improvements in the Premises as of the initial Lease Commencement Date, other than Cabling, (b) any Tenant Improvements shown on the Space Plan (as that term is defined in the Tenant Work Letter), or (c) any Alterations that are not Mandatory Removal Items or Specialty Improvements. "Mandatory Removal Items" shall mean: (i) any Alterations located outside of the Premises, (ii) all Cabling, (iii) any other items, improvements or fixtures which Tenant is expressly required to remove pursuant to the terms of this Lease, (iv) any Alterations or signage incorporating Tenant's name or logo, including the "Signage" (as defined in SectionÂ 23.5 below), and (v) any Alterations that did not comply with Applicable Laws when constructed. "Specialty Improvements" shall mean: (I) safes and vaults, (II) decorative water features; (III) specialized flooring, including raised flooring; (IV) conveyors and dumbwaiters; (V) any Alterations or Tenant Improvements which (1) perforate a floor slab in the Premises (other than typical core drills) or a wall that encloses/encapsulates the Building Structure, (2) involve material plumbing connections (such as kitchens and executive bathrooms outside of the Building core), or (3) require changes to the Base Building; and (VI) any other installations not typically found in general use office space requiring over-standard demolition costs for the removal thereof. ARTICLE 9COVENANT AGAINST LIENSTenant shall keep the Project and Premises free from any liens or encumbrances arising out of the work performed, materials furnished, or obligations incurred by or on behalf of Tenant, and shall protect, defend, indemnify, and hold Landlord harmless from and against any Losses (as defined in SectionÂ 10.1 below) arising out of same or in connection therewith. Tenant shall give Landlord notice at least ten (10) business days prior to the commencement of any such work on the Premises (or such additional time as may be necessary under Applicable Laws) to afford Landlord the opportunity of posting and recording appropriate notices of non-responsibility. Tenant shall remove any such lien or encumbrance by bond or otherwise within fifteen (15) business days after notice by Landlord, and if Tenant shall fail to do so, -26-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.Landlord may pay the amount necessary to remove such lien or encumbrance, without being responsible for investigating the validity thereof. The amount so paid shall be deemed Additional Rent under this Lease payable within thirty (30) days following demand (or, at Landlord's election, Landlord may deduct such amounts from any undisbursed improvement allowance or other allowance granted to Tenant under this Lease), without limitation as to other remedies available to Landlord under this Lease. Nothing contained in this Lease shall authorize Tenant to do any act which shall subject Landlord's title to the Building or Premises to any liens or encumbrances whether claimed by operation of law or express or implied contract. Any claim to a lien or encumbrance upon the Building or Premises arising in connection with any such work or respecting the Premises not performed by or at the request of Landlord shall be null and void, or at Landlord's option shall attach only against Tenant's interest in the Premises and shall in all respects be subordinate to Landlord's title to the Project, Building and Premises.ARTICLE 10INDEMNIFICATION AND INSURANCE10.1Indemnity.10.1.1Tenant's Indemnity. To the maximum extent permitted by law, Tenant waives any right to contribution against the "Landlord Parties," as that term is defined in SectionÂ 10.13, below, and agrees to indemnify and save harmless the Landlord Parties from and against all claims of whatever nature, losses, costs, damages, expenses, causes of action, proceedings and liability (including without limitation court costs and reasonable attorneys' fees) (collectively, "Losses") arising from or claimed to have arisen from (i) any act, omission or negligence of the "Tenant Parties," as that term is defined in SectionÂ 10.13, below; (ii) any accident, injury or damage whatsoever caused to any person, or to the property of any person, occurring in or about the Premises from the earlier of (A) the date on which any Tenant Party first enters the Premises for any reason or (B) the Lease Commencement Date, and thereafter throughout and until the end of the Lease Term and after the end of the Lease Term for as long as any of "Tenant's Property" (as defined in SectionÂ 10.4, below) remains in the Premises, or Tenant or anyone acting by, through or under Tenant may use, be in occupancy of any part of, or have access to the Premises or any portion thereof; (iii) any accident, injury or damage whatsoever occurring outside the Premises but within the Project, where such accident, injury or damage results, or is claimed to have resulted, from any act, omission or negligence on the part of any of the Tenant Parties; or (iv) any breach of this Lease by Tenant. Tenant shall pay such indemnified amounts as they are incurred by the Landlord Parties. This indemnification shall not be construed to deny or reduce any other rights or obligations of indemnity that a Landlord Party may have under this Lease or the common law.10.1.2Breach. In the event that Tenant breaches any of its indemnity obligations hereunder: (i) Tenant shall pay to the Landlord Parties all liabilities, loss, cost, or expense (including reasonable attorney's fees) incurred as a result of said breach, and the reasonable value of time expended by the Landlord Parties as a result of said breach; and (ii) the Landlord Parties may deduct and offset from any amounts due to Tenant under this Lease any amounts owed by Tenant pursuant to this section. 10.1.3No limitation. The indemnification obligations under this Section shall not be limited in any way by any limitation on the amount or type of damages, compensation or benefits payable by or for Tenant or any subtenant or other occupant of the Premises under workers' compensation acts, disability benefit acts, or other employee benefit acts. Tenant waives any immunity from or limitation on its indemnity or contribution liability to the Landlord Parties based upon such acts.10.1.4Subtenants and other occupants. Tenant shall require its subtenants and other occupants of the Premises to provide similar indemnities to the Landlord Parties in a form reasonably acceptable to Landlord.10.1.5Survival. The terms of this section shall survive any termination or expiration of this Lease.10.1.6Costs. The foregoing indemnity and hold harmless agreement shall include indemnity for all costs, expenses and liabilities (including, without limitation, attorneys' fees and disbursements) incurred by the Landlord Parties in connection with any such claim or any action or proceeding brought thereon, and the defense thereof. In addition, in the event that any action or proceeding shall be brought against one or more Landlord Parties by reason of any such claim, Tenant, upon request from the Landlord Party, shall resist and defend such action or proceeding on behalf of the Landlord Party by counsel appointed by Tenant's insurer (if such claim is covered by insurance without reservation) or otherwise by

counsel reasonably satisfactory to the Landlord Party. The Landlord Parties shall not be bound by any compromise or settlement of any such claim, action or proceeding without the prior written consent of such Landlord Parties. -27-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.10.1.7Landlord's Indemnity. Subject to the limitations in SectionÂ 29.13 and in SectionÂ 10.2 and SectionÂ 10.13 of this Article, and to the extent not resulting from any act, omission, fault, negligence or misconduct of Tenant or its contractors, licensees, invitees, agents, servants or employees, Landlord waives its right to contribution and agrees to indemnify and save harmless Tenant from and against any claim by a third party arising from any injury to any person occurring in the Premises or in the Project after the date that possession of the Premises is first delivered to Tenant and until the expiration or earlier termination of the Lease Term, to the extent such injury results from the gross negligence or willful misconduct of Landlord or Landlord's employees; provided, however, that in no event shall the aforesaid indemnity render Landlord responsible or liable for any loss or damage to fixtures, personal property or other property of Tenant, and Landlord shall in no event be liable for any indirect or consequential damages. Tenant shall provide notice of any such third party claim to Landlord as soon as practicable. Landlord shall have the right, but not the duty, to defend the claim. The provisions of this section shall not be applicable to (i) the holder of any mortgage now or hereafter on the Project or Building (whether or not such holder shall be a mortgagee in possession of or shall have exercised any rights under a conditional, collateral or other assignment of leases and/or rents respecting the Project or Building), or (ii) any person acquiring title as a result of, or subsequent to, a foreclosure of any such mortgage or a deed in lieu of foreclosure, except to the extent of liability insurance maintained by either of the foregoing. The indemnification rights of Tenant provided in this Lease are its exclusive indemnification rights with respect to this Lease. Tenant waives any additional rights to indemnification it may have against Landlord Parties with respect to this Lease under common law.10.2Tenant's Risk. Tenant agrees to use and occupy the Premises, and to use such other portions of the Building and the Project as Tenant is given the right to use by this Lease at Tenant's own risk. The Landlord Parties shall not be liable to the Tenant Parties for any damage, injury, loss, compensation, or claim (including, but not limited to, claims for the interruption of or loss to a Tenant Party's business) based on, arising out of or resulting from any cause whatsoever, including, but not limited to, repairs to any portion of the Premises or the Building or the Project, any fire, robbery, theft, mysterious disappearance, or any other crime or Casualty, any cyber attack affecting the Building systems or any computer systems in the Premises or the Building, the actions of any other tenants of the Building or of any other person or persons, or any leakage in any part or portion of the Premises or the Building or the Project, or from water, rain or snow that may leak into, or flow from any part of the Premises or the Building or the Project, or from drains, pipes or plumbing fixtures in the Building or the Project. Any goods, property or personal effects stored or placed in or about the Premises shall be at the sole risk of the Tenant Party, and neither the Landlord Parties nor their insurers shall in any manner be held responsible therefor. The Landlord Parties shall not be responsible or liable to a Tenant Party, or to those claiming by, through or under a Tenant Party, for any loss or damage that may be occasioned by or through the acts or omissions of persons occupying adjoining premises or any part of the premises adjacent to or connecting with the Premises or any part of the Building or otherwise. The provisions of this section shall be applicable until the expiration or earlier termination of the Lease Term, and during such further period as any of Tenant's Property remains in the Premises, or Tenant or anyone acting by, through or under Tenant may use, be in occupancy of any part of, or have access to the Premises or of the Building.10.3Tenant's Commercial General Liability Insurance. Tenant agrees to maintain in full force on or before the earlier of (i) the date on which any Tenant Party first enters the Premises for any reason or (ii) the Lease Commencement Date throughout the Lease Term of this Lease, and thereafter for so long as any of Tenant's Property remains on the Premises, or Tenant or anyone acting by, through or under Tenant may use, be in occupancy of any part of, or have access to any part of the Premises or any portion thereof, a policy of commercial general liability insurance, on an occurrence basis, issued on a form at least as broad as Insurance Services Office ("ISO") Commercial General Liability Coverage "occurrence" form CG 00 01 10 01 or another ISO Commercial General Liability "occurrence" form providing equivalent coverage. Such insurance shall include contractual liability coverage, specifically covering but not limited to the indemnification obligations undertaken by Tenant in this Lease. The minimum limits of liability of such insurance shall be $5,000,000.00 per occurrence, which may be satisfied through a combination of primary and excess/umbrella insurance. In addition, in the event Tenant hosts a function in the Premises, Tenant agrees to obtain, and cause any persons or parties providing services for such function to obtain, the appropriate insurance coverages as determined by Landlord (including liquor liability coverage, if applicable) and provide Landlord with evidence of the same.10.4Tenant's Property Insurance. Tenant shall maintain at all times during the Lease Term, and during such earlier or later time as Tenant may be performing work in or to the Premises or have property, fixtures, furniture, equipment, machinery, goods, supplies, wares or merchandise on the Premises, and continuing thereafter so long as any of Tenant's Property remains in the Premises, or Tenant, or anyone acting by, through or under Tenant may use, be in occupancy of or have access to, any part of the Premises, business interruption insurance and insurance against loss or damage covered by the -28-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.so-called "all risk" or equivalent type insurance coverage with respect to (i)Â Tenant's property, fixtures, furniture, equipment, machinery, goods, supplies, wares and merchandise, and other property of Tenant located at the Premises (including but not limited to Tenant's Personal Property), (ii)Â the Tenant Improvements, and any other additions, alterations and improvements which exist in the Premises as of the Lease Commencement Date (the "Original Improvements"), and all alterations, improvements and other modifications made by or on behalf of the Tenant in the Premises, (iii) Tenant's External Property and (iv)Â any property of third parties, including but not limited to leased or rented property, in the Premises in Tenant's care, custody, use or control, provided that such insurance in the case of (iv) may be maintained by such third parties, (collectively "Tenant's Property"). The business interruption insurance required by this section shall be in minimum amounts typically carried by prudent tenants engaged in similar operations, but in no event shall be in an amount less than the Base Rent then in effect during any Lease Year, plus any Additional Rent due and payable for the immediately preceding Lease Year. The "all risk" insurance required by this section shall be in an amount at least equal to the full replacement cost of Tenant's Property. In addition, during such time as Tenant is performing work in or to the Premises, Tenant, at Tenant's expense, shall also maintain, or shall cause its contractor(s) to maintain, builder's risk insurance for the full insurable value of such work. Landlord and such additional persons or entities as Landlord may reasonably request shall be named as loss payees, as their interests may appear, on the policy or policies required by this section for all Tenant Improvements, Original Improvements and Alterations. In the event of loss or damage covered by the "all risk" insurance required by this section, the responsibilities for repairing or restoring the loss or damage shall be determined in accordance with ArticleÂ 11 of this Lease, below. To the extent that Landlord is obligated to pay for the repair or restoration of the loss or damage covered by the policy, Landlord shall be paid the proceeds of the "all risk" insurance covering the loss or damage. To the extent Tenant is obligated to pay for the repair or restoration of the loss or damage, covered by the policy, Tenant shall be paid the proceeds of the "all risk" insurance covering the loss or damage. If both Landlord and Tenant are obligated to pay for the repair or restoration of the loss or damage covered by the policy, the insurance proceeds shall be paid to each of them in the pro rata proportion of their obligations to repair or restore the loss or damage. If the loss or damage is not repaired or restored (for example, if the Lease is terminated pursuant to SectionÂ 11.2 of this Lease, below), the insurance proceeds shall be paid to Landlord and Tenant in the pro rata proportion of their relative contributions to the cost of the leasehold improvements covered by the policy. 10.5Tenant's Other Insurance. Tenant agrees to maintain in full force on or before the earlier of (i) the date on which any Tenant Party first enters the Premises for any reason or (ii) the Lease Commencement Date, and thereafter throughout the end of the Lease Term, and after the end of the Lease Term for so long after the end of the Lease Term any of Tenant's Property remains in the Premises or as long as Tenant or anyone acting by, through or under Tenant may use, be in occupancy of, or have access to the Premises or any portion thereof (1) automobile liability insurance (covering any automobiles owned or operated by Tenant at the Project); (2) worker's compensation insurance as required by Applicable Laws; and (3) employer's liability insurance. Such automobile liability insurance shall be in an amount not less than One Million Dollars ($1,000,000.00) for each accident. Such employer's liability insurance shall be in an amount not less than One Million Dollars ($1,000,000.00) for each accident, One Million Dollars ($1,000,000.00) disease-policy limit, and One Million Dollars ($1,000,000.00) disease-each employee.10.6Requirements For Insurance. All insurance required to be maintained pursuant to this Lease shall be maintained with responsible companies that are admitted to do business, and are in good standing, in the jurisdiction in which the Premises are located and that have a rating of at least "A" and are within a financial size category of not less than "Class X" in the most current Best's Key Rating Guide or such similar rating as may be reasonably selected by Landlord. All such insurance shall be acceptable in form and content to Landlord. All commercial general liability, excess/umbrella liability and automobile liability insurance policies shall be primary and noncontributory. No such policy shall contain any self-insured retention greater than $100,000.00 for property insurance and $25,000.00 for commercial general liability insurance. Any deductibles and such self-insured retentions shall be deemed to be "insurance" for purposes of the waiver in SectionÂ 10.13 of this Lease, below. The minimum amounts of insurance required by this Lease shall not be reduced by the payment of claims or for any other reason. In the event Tenant shall fail to obtain or maintain any insurance meeting the requirements of this Article, or to deliver such policies or certificates as required by this Article, Landlord may, at its option, on seven (7) days' notice to Tenant, procure such policies for the account of Tenant, and the cost thereof shall be paid to Landlord within seven (7) days after delivery to Tenant of bills therefor. Landlord reserves the right to use a third-party provider to manage Tenant's insurance requirements hereunder. In the event Landlord chooses to do so, Landlord's service provider will contact Tenant using Tenant's email address for insurance matters, which is @ziprecuiter.com. In the event Tenant's email address for insurance matters should change during the Lease Term, Tenant shall promptly notify Landlord of the same.-29-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.10.7Additional Insureds. The commercial general liability and auto insurance carried by Tenant pursuant to this Lease, and any additional liability insurance carried by Tenant pursuant to SectionÂ 10.3 of this Lease, above or any other provision of this Lease, shall name Landlord, Landlord's managing agent, and such other persons as Landlord may reasonably request from time to time as additional insureds (collectively "Additional Insureds") with respect to liability arising out of or related to this Lease or the operations of Tenant. Such insurance shall provide primary coverage without contribution from any other insurance carried by or for the benefit of Landlord, Landlord's managing agent, or other Additional Insureds. Such insurance shall also waive any right of subrogation against each Additional Insured. For the avoidance of doubt, each primary policy and each excess/umbrella policy through which Tenant satisfies its obligations under this Section must provide coverage to the Additional Insureds that is primary and non-contributory.10.8Certificates Of Insurance. On or before the earlier of (i) the date on which any Tenant Party first enters the Premises for any reason or (ii) the Lease Commencement Date, Tenant shall furnish Landlord with certificates evidencing the insurance coverage required by this Lease, and renewal certificates shall be furnished to Landlord at least annually thereafter, and at least thirty (30) days prior to the expiration date of each policy for which a certificate was furnished. (Acceptable forms of such certificates for liability and property insurance, respectively, are attached hereto as ExhibitÂ H, however other forms of certificates may satisfy the requirements of this Section.) Failure by the Tenant to provide the certificates or letters required by this Section shall not be deemed to be a waiver of the requirements in this Section. Upon request by Landlord, a true and complete copy of any insurance policy required by this Lease shall be delivered to Landlord within ten (10) days following Landlord's request.10.9Subtenants And Other Occupants. Tenant shall require its subtenants and other occupants of the Premises to provide written documentation evidencing the obligation of such subtenant or other occupant to indemnify the Landlord Parties to the same extent that Tenant is required to indemnify the Landlord Parties pursuant to SectionÂ 10.1 of this Lease, above, and to maintain insurance that meets the requirements of this Article, and otherwise to comply with the requirements of this Article, provided that the terms of this SectionÂ 10.9 shall not relieve Tenant of any of its obligations to comply with the requirements of this Article. Tenant shall require all such subtenants and occupants to supply certificates of insurance evidencing that the insurance requirements of this Article have been met and shall forward such certificates to Landlord on or before the earlier of (i)Â the date on which the subtenant first enters the Premises or (ii)Â the commencement of the sublease. Tenant shall be responsible for identifying and remedying any deficiencies in such certificates or policy provisions.10.10No Violation Of Building Policies. Tenant shall not commit or permit any violation of the policies of fire, boiler, sprinkler, water damage or other insurance covering the Project and/or the fixtures, equipment and property therein carried by Landlord, or do or permit anything to be done, or keep or permit anything to be kept, in the Premises, which in case of any of the foregoing (i)Â would result in termination of any such policies, (ii)Â would adversely affect Landlord's right of recovery under any of such policies, or (iii)Â would result in reputable and independent insurance companies refusing to insure the Project or the property of Landlord in amounts reasonably satisfactory to Landlord.10.11Tenant To Pay Premium Increases. If, because of anything done, caused or permitted to be done, or omitted by Tenant (or its subtenant or other occupants of the Premises), the rates for liability, fire, boiler, sprinkler, water damage or other insurance on the Project or on the property and equipment of Landlord or any other tenant or subtenant in the Building shall be higher than they otherwise would be, Tenant shall reimburse Landlord and/or the other tenants and subtenants in the Building for the additional insurance premiums thereafter paid by Landlord or by any of the other tenants and subtenants in the Building which shall have been charged because of the aforesaid reasons, such reimbursement to be made from time to time on Landlord's demand.10.12Landlord's Insurance.10.12.1Required insurance. Landlord shall maintain insurance against loss or damage with respect to the Building on an "all risk" or equivalent type insurance form, with customary exceptions, subject to such deductibles and self-insured retentions as Landlord may determine, in an amount equal to at least the replacement value of the Building. In addition, Landlord shall maintain a Commercial General Liability Insurance policy with respect to the Project with limits of no less than $5,000,000 written on an occurrence basis, which shall provide contractual liability to cover Landlord's indemnification obligation to Tenant under Section 10.1.7 above. The cost of such insurance shall be treated as a part of Operating Expenses. Such insurance shall be maintained with an insurance company selected by Landlord. Payment for losses thereunder shall be made solely to Landlord. 10.12.2Optional insurance. Landlord may maintain such additional insurance with respect to the Building and the Project, including, without limitation, earthquake insurance, terrorism -30-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.insurance, flood insurance, liability insurance and/or rent insurance, as Landlord may in its sole discretion elect. Landlord may also maintain such other insurance as may from time to time be required by a "Mortgagee," as that term is defined in SectionÂ 18.2 of this Lease, below. The cost of all such additional insurance shall also be part of the Operating Expenses. 10.12.3Blanket and self-insurance. Any or all of Landlord's insurance may be provided by blanket coverage maintained by Landlord or any affiliate of Landlord under its insurance program for its portfolio of properties, or by Landlord or any affiliate of Landlord under a program of self-insurance, and in such event Operating Expenses shall include the portion of the reasonable cost of blanket insurance or self-insurance that is allocated to the Building.10.12.4No obligation. Landlord shall not be obligated to insure, and shall not assume any liability of risk of loss for, the Original Improvements, Tenant Improvements or Tenant's Property, including any such property or work of tenant's subtenants or occupants. Landlord will also have no obligation to carry insurance against, nor be responsible for, any loss suffered by Tenant, subtenants or other occupants due to interruption of Tenant's or any subtenant's or occupant's business.10.13Waiver Of Subrogation. To the fullest extent permitted by law, and notwithstanding any term or provision of this Lease to the contrary, the parties hereto waive and release any and all rights of recovery against the other, and agree not to seek to recover from the other or to make any claim against the other, and in the case of Landlord, against all Tenant Parties, and in the case of Tenant, against all Landlord Parties, for any loss or damage incurred by the waiving/releasing party to the extent such loss or damage is insured under any insurance policy required by this Lease or which would have been so insured had the party carried the insurance it was required to carry hereunder. Tenant shall obtain from its subtenants and other occupants of the Premises a similar waiver and release of claims against any or all of Tenant or Landlord. The insurance policies required by this Lease shall contain no provision that would invalidate or restrict the parties' waiver and release of the rights of recovery in this section. The parties hereto covenant that no insurer shall hold any right of subrogation against the parties hereto by virtue of such insurance policy.The term "Landlord Party" or "Landlord Parties" shall mean Landlord, any affiliate of Landlord, Landlord's managing agents for the Building, each Mortgagee, each ground lessor, and each of their respective direct or indirect partners, officers, shareholders, directors, members, trustees, beneficiaries, servants, employees, principals, contractors, licensees, agents or representatives. For the purposes of this Lease, the term "Tenant Party" or "Tenant Parties" shall mean Tenant, any affiliate of Tenant, any permitted subtenant or any other permitted occupant of the Premises, and each of their respective direct or indirect partners, officers, shareholders, directors, members, trustees, beneficiaries, servants, employees, principals, contractors, licensees, agents, invitees or representatives.10.14Tenant's Work. During such times as Tenant is performing work or having work or services performed in or to the Premises, Tenant shall require its contractors, and their subcontractors of all tiers, to obtain and maintain

commercial general liability, automobile, workers compensation, employer's liability, builder's risk, and equipment/property insurance in such amounts and on such terms as are customarily required of such contractors and subcontractors on similar projects. The amounts and terms of all such insurance are subject to Landlord's written approval, which approval shall not be unreasonably withheld. The commercial general liability and auto insurance carried by Tenant's contractors and their subcontractors of all tiers pursuant to this section shall name the Additional Insured as additional insureds with respect to liability arising out of or related to their work or services. Such insurance shall provide primary coverage without contribution from any other insurance carried by or for the benefit of Landlord, Landlord's managing agent, or other Additional Insureds. Such insurance shall also waive any right of subrogation against each Additional Insured. Tenant shall obtain and submit to Landlord, prior to the earlier of (i) the entry onto the Premises by such contractors or subcontractors or (ii) commencement of the work or services, certificates of insurance evidencing compliance with the requirements of this section. ARTICLE 11DAMAGE AND DESTRUCTION11.1Repair of Damage from Casualty. If the Project (or any portion thereof) shall be damaged by a fire or any other casualty (collectively, a "Casualty"), (i)Â Landlord shall promptly and diligently, subject to reasonable delays for insurance adjustment or other matters beyond Landlord's reasonable control, and subject to the other TCCs of this ArticleÂ 11, restore Landlord's Insured Property to substantially the same condition as existing prior to the Casualty, except for modifications required by Applicable Laws, Code or the Underlying Documents, or any other modifications to the Common Areas deemed desirable by Landlord, which are consistent with the character of the Project and do not -31-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.materially impair access to the Premises or the Tenant Parking Area, and (ii) except as set forth below, Tenant shall promptly and diligently, subject to reasonable delays for insurance adjustment or other matters beyond Tenant's reasonable control, and subject to the other TCCs of this ArticleÂ 11, restore Tenant's Property to substantially the same condition as existing prior to the Casualty, except for modifications required by Applicable Laws, Code or the Underlying Documents, or any other modifications deemed desirable by Tenant and approved by Landlord pursuant to ArticleÂ 8. Notwithstanding the foregoing, Landlord shall have the right, upon notice (the "Landlord Repair Notice") to Tenant from Landlord within sixty (60) days following the date the Casualty becomes known to Landlord, to promptly and diligently restore the Original Improvements, Tenant Improvements and Alterations, and, in such event Tenant shall assign to Landlord (or to any party designated by Landlord) all insurance proceeds payable to Tenant under Tenant's insurance required under SectionÂ 10.4 of this Lease for the Original Improvements, Tenant Improvements and Alterations; provided that if the Actual Cost of such repair (based on competitive pricing without any profit or mark-up or supervision fee to Landlord or its Affiliates) by Landlord exceeds the amount of insurance proceeds received by Landlord from Tenant's insurance carrier, as assigned by Tenant, the Actual Cost of such repairs shall be paid by Tenant to Landlord on a progress payment basis during Landlord's repair of the damage. All work performed by Tenant pursuant to this SectionÂ 11.1 shall be performed in accordance with ArticleÂ 8 of this Lease. Tenant's insurance proceeds shall be disbursed for all costs and expenses incurred by Landlord in connection with the repair of any such damage to the Original Improvements, Tenant Improvements and Alterations pursuant to a disbursement procedure mutually approved by Landlord and Tenant. As long as the Original Improvements, Tenant Improvements and Alterations are rebuilt, Tenant shall be entitled to retain any portion of the proceeds of the insurance for Tenant's Property in excess of the cost of such restoration. Landlord shall use commercially reasonable efforts to minimize any such inconvenience, annoyance or interference to Tenant resulting from Landlord's repair of any damage pursuant to this Section 11.1. At any time, from time to time, after the date occurring sixty (60) days after the date of the damage, Tenant may request that Landlord inform Tenant of Landlord's reasonable opinion of the date of completion of the repairs and Landlord shall respond to such request within five (5) business days ("Landlord's Repair Estimate Notice"). Notwithstanding any contrary provision of this Article 11, the parties hereby agree as follows: (a)Â the closure of the Project, the Building, the Common Areas, or any part thereof to protect public health shall not constitute a Casualty for purposes of this Lease, (b)Â Casualty covered by this ArticleÂ 11 shall require that the physical or structural integrity of the Premises, the Project, the Building, or the Common Areas is degraded as a direct result of such occurrence, and (c)Â a Casualty under this Article 11 shall not be deemed to occur merely because Tenant is unable to productively use the Premises in the event that the physical and structural integrity of the Premises is undamaged. 11.2Casualty Rent Abatement. If (i)Â the Premises or portions of the Common Area necessary for the conduct of Tenant's business are damaged by Casualty, (ii)Â such Casualty causes all or a material portion of the Premises to be untenantable and unusable by Tenant and Tenant actually ceases to use all or such material portion of the Premises, or (iii)Â the Casualty is not the result of the acts and/or omissions of Tenant and/or other Tenant Parties or Landlord is otherwise entitled to receive rental interruption insurance proceeds (items (i) through (iii) are, collectively, "Casualty Conditions"), Tenant may, upon written notice to Landlord, immediately abate Rent payable under this Lease for that portion of the Premises rendered untenantable and not actually used by Tenant (or if the Premises is damaged such that the remaining portion is not sufficient to allow Tenant to conduct its business operations from such remaining portion and Tenant does not conduct its business operations from the entire Premises, Landlord shall allow Tenant a total abatement of Rent), for the period beginning on the date of the Casualty through (a)Â if Landlord delivered the Landlord Repair Notice, the date Landlord substantially completes restoration of the Original Improvements, Tenant Improvements and Alterations, such that the Premises are no longer untenantable (or such earlier date following the Casualty that Tenant conducts business from the Premises), or (b)Â if Landlord did not deliver the Landlord Repair Notice, the earlier of the date that Tenant substantially completes restoration of Tenant's Property (such that the Premises are no longer untenantable) and a weekend to move-in and the date that Tenant would have substantially completed restoration of Tenant's Property if Tenant had used reasonable diligence (or such earlier date following the Casualty that Tenant conducts business from the Premises). Except for the foregoing Rent abatement, Landlord shall not be liable for any inconvenience or annoyance to Tenant or its visitors, or injury to Tenant's business resulting in any way from a Casualty.11.3Casualty Termination Rights.11.3.1Landlord Termination Rights. Notwithstanding the terms of SectionÂ 11.1 of this Lease, Landlord may elect not to rebuild and/or restore the Landlord's Insured Property, and instead terminate this Lease, by notifying Tenant in writing of such termination within sixty (60) days after the date of discovery of the damage from Casualty, such notice to include a termination date giving Tenant ninety (90) days to vacate the Premises, but Landlord may so elect only if (a) the Building or Project shall -32-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.be damaged by Casualty, whether or not the Premises are affected, (b) Landlord elects to terminate the leases of all other tenants of the Project similarly affected by the damage and destruction and (c) if one or more of the following conditions is present: (i)Â in Landlord's reasonable judgment, repairs cannot reasonably be completed within two hundred seventy (270) days after the date of discovery of the damage (when such repairs are made without the payment of overtime or other premiums); (ii)Â the Mortgagee shall require that the insurance proceeds or any portion thereof in excess of the "Landlord Contribution" (as that term is defined below) be used to retire or terminate the Mortgage; (iii)Â the damage is not fully covered, except for the Landlord Contribution, by Landlord's insurance policies (or by the insurance Landlord is required to carry under this Lease); or (iv)Â the damage occurs during the last twelve (12) months of the Lease Term, and, in the reasonable judgment of Landlord, the damage or destruction to the Premises or Building cannot be repaired by the date which occurs fifty percent (50%) of the way through the then remaining Lease Term. "Landlord Contribution" shall initially mean $3,000,000.00; provided, however, that such amount shall be reduced by an amount equal to $1,000.00 on the first day of each month during the Lease Term.11.3.2Tenant Termination Rights. If all of the Casualty Conditions are satisfied and either the repairs cannot, in the reasonable opinion of a licensed architect or contractor reasonably selected by Landlord, be completed within two hundred seventy (270) days after the date of discovery of the damage (which such repairs are made without the payment of overtime or other premiums, or the damage occurs during the last twelve (12) months of the Lease Term, and, in the reasonable judgment of Landlord, the damage or destruction to the Premises or Building cannot be repaired by the date which occurs fifty percent (50%) of the way through the then remaining Lease Term, Tenant may elect, no earlier than sixty (60) days after the date of the damage and not later than ninety (90) days after the date of such damage, to terminate this Lease by written notice to Landlord effective as of the date specified in the notice, which date shall not be less than thirty (30) days nor more than sixty (60) days after the date such notice is given by Tenant. Furthermore, if all of the Casualty Conditions are satisfied, neither Landlord nor Tenant has terminated this Lease, and the repairs required to be completed by Landlord are not actually completed within the longer of one (1) year of the date of discovery of the damage, and two (2) months after the date that Landlord originally estimated for completion in the Landlord Repair Estimate Notice, Tenant shall have the right to terminate this Lease during the first five (5) business days of each calendar month following the end of such period until such time as the repairs are complete, by notice to Landlord (the "Damage Termination Notice"), effective as of a date set forth in the Damage Termination Notice (the "Damage Termination Date"), which Damage Termination Date shall not be less than ten (10) business days nor more than ninety (90) days following the end of each such month. In the event this Lease is terminated in accordance with the terms of this SectionÂ 11.3, Tenant shall assign to Landlord (or to any party designated by Landlord) all insurance proceeds payable to Tenant under Tenant's insurance required under SectionÂ 10.4 of this Lease for Original Improvements, Tenant Improvements and any Alterations that are attributable to the unamortized Tenant Improvement Allowance. 11.4Waiver of Statutory Provisions. The provisions of this Lease, including this ArticleÂ 11, constitute an express agreement between Landlord and Tenant with respect to any and all damage to, or destruction of, all or any part of the Premises, the Building or the Project, and any statute or regulation of the State of California, including, without limitation, SectionsÂ 1932(2) and 1933(4) of the California Civil Code, with respect to any rights or obligations concerning damage or destruction in the absence of an express agreement between the parties, and any other statute or regulation, now or hereafter in effect, shall have no application to this Lease or any damage or destruction to all or any part of the Premises, the Building or the Project.ARTICLE 12NONWAIVERNo provision of this Lease shall be deemed waived by either party hereto unless expressly waived in a writing signed by the waiving party. The waiver by either party hereto of any breach of any term, covenant or condition herein contained shall not be deemed to be a waiver of any subsequent breach of same or any other term, covenant or condition herein contained. The subsequent acceptance of Rent hereunder by Landlord shall not be deemed to be a waiver of any preceding breach by Tenant of any of the TCCs of this Lease, other than the failure of Tenant to pay the particular Rent so accepted, regardless of Landlord's knowledge of such preceding breach at the time of acceptance of such Rent. Tenant's payment of any Rent hereunder shall not constitute a waiver by Tenant of any breach or default by Landlord under this Lease nor shall Landlord's payment of monies due Tenant hereunder constitute a waiver by Landlord of any breach or default by Tenant under this Lease. No acceptance of a lesser amount than the Rent herein stipulated shall be deemed a waiver of Landlord's right to receive the full amount due, nor shall any endorsement or statement on any check or payment or any letter accompanying such check or payment be deemed an accord and satisfaction, and Landlord may accept such check or -33-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.payment without prejudice to Landlord's right to recover the full amount due. No receipt of monies by Landlord from Tenant after the termination of this Lease shall in any way alter the length of the Lease Term or of Tenant's right of possession hereunder, or after the giving of any notice shall reinstate, continue or extend the Lease Term or affect any notice given Tenant prior to the receipt of such monies, it being agreed that after the service of notice or the commencement of a suit, or after final judgment for possession of the Premises, Landlord may receive and collect any Rent due, and the payment of said Rent shall not waive or affect said notice, suit or judgment.ARTICLE 13CONDEMNATIONIf the whole or any material part of the Premises, Building or Project shall be taken by power of eminent domain or condemned by any competent authority for any public or quasi-public use or purpose, or if any adjacent property or street shall be so taken or condemned, or reconfigured or vacated by such authority in such manner as to require the use, reconstruction or remodeling of any material part of the Premises, Building or Project, or if Landlord shall grant a deed or other instrument in lieu of such taking by eminent domain or condemnation, Landlord shall have the option to terminate this Lease, within ninety (90) days following Landlord's receipt of notice of the taking, effective as of the date possession is required to be surrendered to the authority; provided, however, that (i) Landlord shall only have the right to terminate this Lease as provided herein if Landlord terminates the leases of all tenants in the Project similarly affected by the taking, and (ii) to the extent that neither the Tenant Parking Area nor the Premises are adversely affected by such taking and Landlord continues to operate the Building as an office building, Landlord shall not terminate this Lease. If more than twenty-five percent (25%) of the rentable square feet of the Premises is taken, or if access to the Premises is substantially impaired or if Tenant cannot conduct its business operations in substantially the same manner such business operations were conducted prior to such taking while still retaining substantially the same material rights and benefits it bargained to receive under this Lease, in each case for a period in excess of one hundred eighty (180) days, Tenant shall have the option to terminate this Lease effective as of the date possession is required to be surrendered to the authority. Tenant shall not because of such taking assert any claim against Landlord or the authority for any compensation because of such taking and Landlord shall be entitled to the entire award or payment in connection therewith, except that Tenant shall have the right to file any separate claim available to Tenant for any taking of Tenant's personal property and fixtures belonging to Tenant and removable by Tenant upon expiration of the Lease Term pursuant to the TCCs of this Lease, and for moving expenses, so long as such claims do not diminish the award available to Landlord or its Mortgagee, and such claim is payable separately to Tenant or is otherwise separately identifiable. Notwithstanding anything in this Article 13 to the contrary, Landlord and Tenant shall each be entitled to receive fifty percent (50%) of the "bonus value" of the leasehold estate in connection therewith, which bonus value shall be equal to the difference between the Rent payable under this Lease and the sum established by the condemning authority as the award for compensation for this Lease. All Rent shall be apportioned as of the date of any such termination. If any part of the Premises shall be taken and this Lease is not terminated, the Rent under this Lease shall be proportionately reduced based on the portion of the Premises subject to the applicable taking. Tenant hereby waives any and all rights it might otherwise have pursuant to SectionÂ 1265.130 of The California Code of Civil Procedure. Notwithstanding anything to the contrary contained in this ArticleÂ 13, in the event of a temporary taking of all or any portion of the Premises for a period of one hundred and eighty (180) days or less, then this Lease shall not terminate but the Base Rent and Tenant's Share of Direct Expenses shall be abated for the period of such taking in proportion to the ratio that the amount of rentable square feet of the Premises taken bears to the total rentable square feet of the Premises; provided, further, that in such event, if a portion of the Premises is taken such that the remaining portion thereof is not sufficient to allow Tenant to conduct its business operations from such remaining portion and Tenant does not conduct its business operations therefrom, Landlord shall allow Tenant a total abatement of Rent during the time and to the extent the Premises are taken, and not occupied by Tenant as a result thereof. Tenant's abatement period shall continue until Tenant has been given reasonably sufficient time and reasonably sufficient access to the Premises, the parking facilities and/or the Building, to install its property, furniture, fixtures, and equipment, to the extent the same shall have been removed and/or damaged as a result of such eminent domain taking, and to move back into the Premises over one (1) weekend. Landlord shall be entitled to receive the entire award made in connection with any such temporary taking. Notwithstanding any contrary provision of this Lease, the following governmental actions (whether through regulatory action, ordinance, or otherwise) shall not constitute a taking or condemnation, either permanent or temporary: (i) an action that requires Tenant's business to close during the Lease Term, (ii) an action that limits or temporarily prohibits access to or use of the Building or the Premises, and (iii) an action taken for the purpose of protecting public safety (e.g., to protect against acts of war, the spread of communicable diseases, or an infestation), and no such governmental actions shall entitle Tenant to any compensation from Landlord or any authority, or Rent abatement or any other remedy under this Lease.-34-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.ARTICLE 14ASSIGNMENT AND SUBLETTING14.1Transfers. Except for an assignment of this Lease or a sublease of all or a portion of the Premises (each of the foregoing, together with any modifications or amendments to any existing assignments or subleases being referred to herein as a "Transfer" and any person or entity to whom any Transfer is made or sought to be made is referred to herein as a "Transferee"), Tenant shall not mortgage, pledge, hypothecate, encumber or permit any lien to attach to, or otherwise transfer, this Lease or any interest hereunder, permit any other transfer of this Lease or any interest hereunder by operation of law or enter into any license or concession agreements or otherwise permit the occupancy or use of the Premises or any part thereof by any persons other than Tenant and its employees. Except as otherwise provided herein, Tenant shall not Transfer this Lease or its interest in any portion of the Premises without Landlord's prior written consent, which consent shall not be unreasonably withheld. If Tenant desires Landlord's consent to any Transfer, Tenant shall notify Landlord in writing, which notice (the "Transfer Notice") shall include (i)Â the proposed effective date of the Transfer, which shall not be less than ten (10) business days after the date of delivery of the Transfer Notice, (ii)Â a description of the portion of the Premises to be transferred (the "Subject Space"), (iii)Â all of the terms of the proposed Transfer and the consideration therefor, including calculation of the Transfer Premium, as defined in SectionÂ 14.3 below, in connection with such Transfer, the name and address of the proposed Transferee, and a copy of all

existing executed and/or proposed documentation pertaining to the proposed Transfer (but not any documentation relating solely to the sale (if any) of Tenant's business to such Transferee, including all existing operative documents to be executed to evidence such Transfer or the agreements incidental or related to such Transfer, provided that Landlord shall have the right to require Tenant to utilize Landlord's standard commercially reasonable consent to Transfer documents in connection with the documentation of Landlord's consent to such Transfer, (iv)Â current financial statements of the proposed Transferee certified by an officer, partner or owner thereof, as reasonably necessary to determine if such Transferee is a party of reasonable financial worth and/or financial stability in light of the responsibilities to be undertaken in connection with the proposed Transfer on the date consent is requested, business credit, bank and personal references and history of the proposed Transferee and any other information reasonably required by Landlord which will enable Landlord to determine the financial responsibility, character, and reputation of the proposed Transferee, nature of such Transferee's business and proposed use of the Subject Space, (v)Â a complete statement, certified by an independent certified public accountant, or Tenant's chief financial officer, setting forth in detail the computation of any Transfer Premium Tenant has derived and shall derive from such Transfer and (vi)Â an executed estoppel certificate from Tenant in the form attached hereto as ExhibitÂ E. Landlord shall approve or disapprove of the proposed Transfer in accordance with Section 14.2, below, within ten (10) business days (or such long period as may be required by any lender on the Project having an approval right over the proposed Transfer) (the "Transfer Request Review Period") after Landlord's receipt of the applicable Transfer Notice. In the event that Landlord fails to notify Tenant in writing of such approval or disapproval within such Transfer Request Review Period, Tenant shall deliver written notice to Landlord (a "Transfer Approval Notice") stating in bold print that LANDLORD'S FAILURE TO RESPOND TO SUCH REQUEST WITHIN THREE (3) BUSINESS DAYS FOLLOWING LANDLORD'S RECEIPT SUCH TRANSFER APPROVAL NOTICE SHALL BE DEEMED TO BE LANDLORD'S APPROVAL OF THE PROPOSED TRANSFER. At the end of such five (5) business day period, Landlord shall be deemed to have approved such Transfer. Any Transfer made without Landlord's prior written consent shall, at Landlord's option, be null, void and of no effect, and shall, at Landlord's option, constitute an Event of Default by Tenant under this Lease. Whether or not Landlord consents to any proposed Transfer, Tenant shall pay Landlord's review and processing fees, as well as any reasonable professional fees (including, without limitation, attorneys', accountants', architects', engineers' and consultants' fees) incurred by Landlord, within thirty (30) days after written request by Landlord, provided that such cost and expenses shall not exceed Three Thousand Five Hundred Dollars ($3,500.00) for a Transfer in the ordinary course of business, which amount shall increase by ten percent (10%) during each five (5) year period of the Lease Term.14.2Landlord's Consent. Landlord shall not unreasonably withhold its consent to any proposed Transfer of the Subject Space to the Transferee on the terms specified in the Transfer Notice. Without limitation as to other reasonable grounds for withholding consent, it shall be reasonable under this Lease and under Applicable Laws for Landlord to withhold consent to any proposed Transfer where one or more of the following apply:14.2.1The Transferee is of a character or reputation or engaged in a business which is not consistent with the quality of the Building or the Project as reflected by the then-existing tenants of the Project and Comparable Buildings with respect to comparable space;-35-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.14.2.2The Transferee intends to use the Subject Space for purposes which are not permitted under this Lease;14.2.3The Transferee is either a governmental agency or instrumentality thereof (i)Â which is that of a foreign country, (ii)Â which is of a character or reputation, is engaged in a business, or is of, or is associated with, a political orientation or faction, which is inconsistent with the quality of the Project, or which would otherwise reasonably offend a landlord of a comparable building located in the vicinity of the Project, (iii)Â which is capable of exercising the power of eminent domain or condemnation, or (iv)Â which would significantly increase the human traffic in, or the security threat to, the Premises, the Building, and/or the Project;14.2.4The Transferee is not a party of reasonable financial worth and/or financial stability in light of the responsibilities to be undertaken in connection with the Transfer on the date consent is requested;14.2.5The proposed Transfer would cause a violation of another lease, including, without limitation, any exclusive use provision contained therein, for space in the Project, or would give an occupant of the Project a right to cancel its lease, provided that upon request from Tenant, Landlord shall provide notice of the nature all such applicable rights;14.2.6Either the proposed Transferee, or any person or entity which directly or indirectly, controls, is controlled by, or is under common control with, the proposed Transferee, is negotiating with Landlord to lease space in the Project at such time as evidenced by an exchange in written lease proposals during the two (2) month period immediately preceding the date Landlord receives the Transfer Notice and Landlord has space comparable in size in the Project to lease to such Transferee.If Landlord consents to any Transfer pursuant to the terms of this SectionÂ 14.2 (and does not exercise any recapture rights Landlord may have under SectionÂ 14.4 of this Lease), Tenant may within nine (9) months after Landlord's consent, but not later than the expiration of said nine (9)-month period, enter into such Transfer of the Premises or portion thereof, upon substantially the same terms and conditions as are set forth in the Transfer Notice furnished by Tenant to Landlord pursuant to SectionÂ 14.1 of this Lease, provided that if there are any changes in the terms and conditions from those specified in the Transfer Notice (i)Â such that Landlord would initially have been entitled to refuse its consent to such Transfer under this SectionÂ 14.2, or (ii)Â which would cause the proposed Transfer to be materially more favorable to the Transferee than the terms set forth in Tenant's original Transfer Notice, Tenant shall again submit the Transfer to Landlord for its approval and other action under this ArticleÂ 14 (including Landlord's right of recapture, if any, under SectionÂ 14.4 of this Lease). Notwithstanding anything to the contrary in this Lease, if Tenant or any proposed Transferee claims that Landlord has unreasonably withheld, conditioned or delayed its consent under SectionÂ 14.2 or otherwise has breached or acted unreasonably under this ArticleÂ 14, Tenant hereby waives any right at law or in equity to terminate this Lease, on its own behalf and, to the extent permitted under all Applicable Laws, on behalf of the proposed Transferee but Tenant retains the right to sue Landlord for any damages suffered by Tenant and/or for specific performance if Landlord unreasonably withholds, conditions or delays it consent to a proposed Transfer (other than damages or injury to, or interference with, Tenant's business, including without limitation, loss of profits, however occurring, but not excluding loss of fifty percent (50%) of any Transfer Premium (as defined in Section 14.3 below)) that Tenant would have been able to claim pursuant to Section 14.3 of this Lease). Notwithstanding anything to the contrary in this Lease, if Tenant or any proposed Transferee claims that Landlord has unreasonably withheld, conditioned or delayed its consent under Section 14.2 or otherwise has breached or acted unreasonably under this Article 14, Tenant hereby waives any right at law or in equity to terminate this Lease, on its own behalf and, to the extent permitted under all Applicable Laws, on behalf of the proposed Transferee but Tenant retains the right to sue Landlord for any damages suffered by Tenant and/or for specific performance if Landlord unreasonably withholds, conditions or delays it consent to a proposed Transfer (other than damages or injury to, or interference with, Tenant's business, including without limitation, loss of profits, however occurring, but not excluding loss of fifty percent (50%) of any Transfer Premium (as defined in Section 14.3 below)) that Tenant would have been able to claim pursuant to Section 14.3 of this Lease).14.3Transfer Premium. If Landlord consents to any Transfer (specifically excluding events under Sections 14.7 and 14.8), as a condition thereto (which the parties hereby agree is reasonable), Tenant shall pay to Landlord fifty percent (50%) of any "Transfer Premium," as that term is defined in this Section 14.3, actually received by Tenant from such Transferee. "Transfer Premium" shall mean all rent, additional rent or other consideration payable (in lieu or in addition to rent) by such Transferee in connection with the Transfer (as opposed to the sale of Tenant's business) in excess of the Base Rent and Tenant's Share of Direct Expenses payable by Tenant under this Lease during the term of the Transfer (which shall be calculated on a per rentable square foot basis if less than all of the Premises is transferred), after deducting the reasonable expenses incurred by Tenant for (a)Â the gross revenue -36-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.(exclusive of any such Transfer Premium) paid to Landlord by Tenant during the period of the sublease term or during the assignment for the Subject Space; (b)Â any improvement allowance or other economic concession (space planning allowance, moving expenses, etc.,) paid to the sublessee or assignee or the cost of improvements constructed by Tenant in connection therewith; (c)Â any broker's commission incurred by Tenant in connection with the Transfer; (d)Â reasonable attorneys' fees incurred by Tenant in connection with the negotiation and documentation of the Transfer; (e)Â any lease takeover costs incurred by Tenant in connection with the Transfer; (f)Â any fees charged by Landlord and incurred by Tenant in connection with the Transfer; and (f)Â out-of-pocket, third-party costs of advertising and marketing such Subject Space incurred by Tenant in connection with the Transfer (collectively, "Subleasing Costs"). "Transfer Premium" shall also include, but not be limited to, key money, bonus money or other cash consideration paid by Transferee to Tenant in connection with such Transfer (as opposed to the sale of Tenant's business), and any payment in excess of fair market value for services rendered by Tenant to Transferee or for assets, fixtures, inventory, equipment, or furniture transferred by Tenant to Transferee in connection with such Transfer. The determination of the amount of Landlord's applicable share of the Transfer Premium shall be made on a monthly basis as rent or other consideration is received by Tenant under the Transfer. Notwithstanding anything contained herein to the contrary, under no circumstances shall Landlord be paid any Transfer Premium until Tenant has recovered all Subleasing Costs for such Subject Space, it being understood that if in any year the gross revenues, less the deductions set forth and included in Subleasing Costs, are less than any and all costs actually paid in assigning or subletting the affected space (collectively, "Transaction Costs"), the amount of the excess Transaction Costs shall be carried over to the next year and then deducted from net revenues with the procedure repeated until a Transfer Premium is achieved. Landlord or its authorized representatives shall have the right at all reasonable times to audit the books, records and papers of Tenant relating to the calculation of any Transfer Premium and shall have the right to make copies thereof. If the Transfer Premium respecting any Transfer shall be found understated, Tenant shall, within thirty (30) days after demand, pay the deficiency, and if understated by more than four percent (4%), Tenant shall pay Landlord's costs of such audit.14.4Landlord's Option as to Subject Space. Notwithstanding anything to the contrary contained in this ArticleÂ 14, Tenant shall give Landlord notice (the "Intention to Transfer Notice") at any time determined in Tenant's sole discretion prior to or concurrent with Tenant's delivery of a Transfer Notice that Tenant is contemplating a Transfer (whether or not the contemplated Transferee or the terms of such contemplated Transfer have been determined); provided, however, that Landlord hereby acknowledges and agrees that Tenant shall only be obligated to deliver an Intention to Transfer Notice hereunder, and Landlord shall only have the right to recapture space with respect to, (A) an assignment of this Lease, or (B) subject to SectionÂ 14.9 below, a sublease of an entire floor of the Building (or all of the space leased by Tenant on a particular floor of the Building) for substantially the remainder of the Lease Term; provided further, however, (1)Â in no event shall Landlord have a right to recapture space in connection with a Permitted Transfer or Change of Control or SectionÂ 14.9, and (2)Â Landlord's right to recapture as set forth in this SectionÂ 14.4 shall not be triggered unless and until Landlord receives an Intention to Transfer Notice from Tenant. Tenant may indicate in a Transfer Notice that such Transfer Notice also serves as an Intention to Transfer Notice, but, in any event, if Tenant fails to deliver an Intention to Transfer Notice with respect to Contemplated Transfer Space, and thereafter delivers a Transfer Notice, such Transfer Notice shall be deemed to also serve as an Intention to Transfer Notice with respect to the Subject Space described in the Transfer Notice. The Intention to Transfer Notice shall specify the portion of and amount of rentable square footage of the Premises which Tenant intends to Transfer (the "Contemplated Transfer Space"), the contemplated date of commencement of the contemplated Transfer (the "Contemplated Effective Date"), the contemplated length of the term of such contemplated Transfer, whether the Contemplated Transfer Space is subject to any limitations on occupancy density, and shall specify that such Intention to Transfer Notice is delivered to Landlord pursuant to this SectionÂ 14.4 in order to allow Landlord to elect to recapture the Contemplated Transfer Space. Thereafter, Landlord shall have the option, by giving written notice to Tenant within fifteen (15) business days after receipt of any Intention to Transfer Notice, to recapture the Contemplated Transfer Space. If Landlord elects to recapture, then the recapture shall cancel and terminate this Lease with respect to such Contemplated Transfer Space as of the Contemplated Effective Date. In the event of a recapture by Landlord, if this Lease shall be canceled with respect to less than the entire Premises, (I) the Base Rent reserved herein shall be proportionately reduced based upon the number of rentable square feet of the Premises relinquished by Tenant, (II) Tenant's Share shall be proportionately reduced based upon the number of rentable square of the Premises relinquished by Tenant and (III) the parties shall comply with multi-tenant provisions set forth in SectionÂ 29.36, below. If Landlord declines, or fails to elect in a timely manner, to recapture such Contemplated Transfer Space under this SectionÂ 14.4, then, subject to the other TCCs of this ArticleÂ 14, for a period of nine (9) months (the "Nine Month Transfer Period") commencing on the last day of such fifteen (15) business day period, Landlord shall not have any right to recapture the Contemplated Transfer Space with respect to any Transfer made during the Nine Month Transfer Period, provided that any such Transfer is substantially on the terms set forth in the Intention to -37-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.Transfer Notice, and provided further that any such Transfer shall be subject to the remaining TCCs of this ArticleÂ 14. If such a Transfer is not so consummated within the Nine Month Transfer Period (or if a Transfer is so consummated, then upon the expiration of the term of any Transfer of such Contemplated Transfer Space consummated within such Nine Month Transfer Period), Tenant shall again be required to submit a new Intention to Transfer Notice to Landlord with respect to any contemplated Transfer, as provided above in this SectionÂ 14.4.14.5Effect of Transfer. If Landlord consents to any Transfer, (i)Â the TCCs of this Lease shall in no way be deemed to have been waived or modified, (ii)Â such consent shall not be deemed consent to any further Transfer by either Tenant or a Transferee, and (iii)Â no Transfer relating to this Lease or agreement entered into with respect thereto, whether with or without Landlord's consent, shall relieve Tenant or any guarantor of the Lease from any liability under this Lease, including, without limitation, in connection with the Subject Space. 14.6Occurrence of Default. Any Transfer shall be subordinate and subject to the provisions of this Lease, and if this Lease shall be terminated during the term of any Transfer, Landlord shall have the right to: (i)Â treat such Transfer as cancelled and repossess the Subject Space by any lawful means, or (ii)Â require that such Transferee attorn to and recognize Landlord as its landlord under any such Transfer. If an Event of Default by Tenant shall occur, Landlord is hereby irrevocably authorized, as Tenant's agent and attorney-in-fact, to direct any Transferee to make all payments under or in connection with the Transfer directly to Landlord (which Landlord shall apply towards Tenant's obligations under this Lease) until such Event of Default is cured. Such Transferee shall rely on any representation by Landlord that an Event of Default by Tenant is then occurring hereunder, without any need for confirmation thereof by Tenant. Upon any assignment, the assignee shall assume in writing all obligations and covenants of Tenant thereafter to be performed or observed under this Lease. No collection or acceptance of rent by Landlord from any Transferee shall be deemed a waiver of any provision of this ArticleÂ 14 or the approval of any Transferee or a release of Tenant from any obligation under this Lease, whether theretofore or thereafter accruing. In no event shall Landlord's enforcement of any provision of this Lease against any Transferee be deemed a waiver of Landlord's right to enforce any term of this Lease against Tenant or any other person. If Tenant's obligations hereunder have been guaranteed, Landlord's consent to any Transfer shall not be effective unless the guarantor also consents to such Transfer.14.7Permitted Transfers. Notwithstanding anything to the contrary contained in this Lease, (i)Â an assignment or subletting of all or a portion of the Premises to an affiliate of Tenant (which for purposes of this Section 14.7, shall mean an entity which is controlled by, controls, or is under common control with (including without limitation, any joint ventures of Tenant), Tenant as of the Effective Date), (ii) a sale of corporate shares of capital stock in Tenant in connection with an initial public offering of Tenant's stock on a nationally-recognized stock exchange, (iii)Â an assignment of the Lease to an entity which acquires all or substantially all of the stock, interest or assets of Tenant, or (iv)Â an assignment of the Lease to an entity which is the resulting entity of a merger, consolidation or other reorganization of Tenant during the Lease Term, shall not be deemed a Transfer requiring Landlord's consent under this Article 14 or be subject to Section 14.3 (any such assignee or sublessee described in items (i) through (iv) of this SectionÂ 14.7 hereinafter referred to as a "Permitted Transferee", and any such assignment or sublease, a "Permitted Transfer"), provided that (a)Â Tenant notifies Landlord at least thirtyÂ (30) days following the effective date of any contemplated Permitted Transfer and promptly supplies Landlord with any documents or information reasonably requested by Landlord regarding such Permitted Transfer or Permitted Transferee, (b)Â Tenant is not in monetary default under this Lease beyond any applicable notice and cure period, and such Transfer is not a subterfuge by Tenant to avoid its obligations under this Lease, (c)Â such Permitted Transferee shall be of a character and reputation consistent with the quality of the Building, (d)Â such Permitted Transferee assignee shall have a tangible net worth (not including goodwill as an asset) computed in accordance with generally accepted accounting principles ("Net Worth") equal to at least One Hundred Million and 00/100 Dollars ($100,000,000.00), (e)Â Tenant shall not be relieved from any liability under this Lease, (f) the liability of such Permitted Transferee under an assignment shall be joint and several with Tenant, and (g)Â Tenant and the Permitted Transferee shall execute and deliver to Landlord, prior to the effective date of the Transfer (and as a condition to the effectiveness of the Transfer), Landlord's then-standard commercially reasonable form of acknowledgment representing that the conditions of this Section 14.7 are true and accurate with respect to such Transfer. An assignee of Tenant's entire interest in this Lease who qualifies as a Permitted Transferee may also be referred to

herein as a "Permitted Transferee Assignee." "Control," as used in this SectionÂ 14.7, shall mean the ownership, directly or indirectly, of more than fifty percent (50%) of the voting securities of, or possession of the right to vote, in the ordinary direction of its affairs, of more than fifty percent (50%) of the voting interest in, any person or entity.14.8Change of Control. For purposes of this Section 14.8, the term "Change of Control" shall mean the following: (i)Â if Tenant is a partnership, limited liability company, or other non-corporate entity, the withdrawal or change, voluntary, involuntary or by operation of law, of more than fifty percent -38-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.(50%) of the partners, members, or owners, or transfer of more than fifty percent (50%) of partnership, membership, or ownership interests, within a twelve (12)-month period, or the dissolution of the partnership or other entity without immediate reconstitution thereof, and (ii)Â if Tenant is a corporation, (A)Â the dissolution, merger, consolidation or other reorganization of Tenant or (B)Â the sale or other transfer of an aggregate of more than fifty percent (50%) of the voting shares of Tenant (other than to immediate family members by reason of gift or death), within a twelve (12)-month period, or (C)Â the sale, mortgage, hypothecation or pledge of an aggregate of more than fifty percent (50%) of the value of the unencumbered assets of Tenant within a twelve (12)-month period. Except as otherwise provided herein, including without limitation, Section 14.7 above, Tenant must notify Landlord in writing within thirty (30) days after any Change of Control (and Tenant shall provide Landlord with such information with respect to the Change of Control as may be reasonably requested by Landlord). Landlord's consent shall not be required for a Change of Control unless the Net Worth of Tenant following the Change of Control is not at least equal to One Hundred Million and 00/100 Dollars ($100.000.000.00). In no event shall Tenant be relieved from any liability under this Lease as a result of a Change of Control. Notwithstanding the foregoing or anything to the contrary herein, any Change of Control that is a subterfuge by Tenant to avoid its obligations under this Lease shall constitute an Event of Default hereunder.14.9Sublease Carve-Out. Notwithstanding any contrary provision of this Article 14, Tenant shall have the right without the payment of a Transfer Premium, and without the receipt of Landlord's consent, but on prior written notice to Landlord, to sublease, license or let or otherwise permit occupancy of, up to one-third (1/3rd) of the Premises, in the aggregate, to individuals or entities under common ownership (total or partial) with Tenant or with whom Tenant has or is then establishing a bona fide business relationship ("Permitted Occupants"), subject to the following conditions: (i) each such Permitted Occupant shall be of a character and reputation consistent with the quality of the Building and the Project (and shall not violate the terms of SectionsÂ 14.2.1 through 14.2.5, above); (ii)Â the use of the Premises by the Permitted Occupant may not violate any other agreements affecting the Premises, the Building, the Project, Landlord or other tenants of the Building or Project; (iii)Â no Permitted Occupant shall occupy a separately demised portion of the Premises or which contains an outside entrance to such portion of the Premises other than the primary outside entrance to the Premises; (iv) the rent, if any, paid by such Permitted Occupants shall not be materially greater than the rent allocable on a pro rata basis to the portion of the Premises occupied by such Permitted Occupants, but such rent may include fair market value for services provided by Tenant to such Permitted Occupants (e.g., internet phone, printing, etc..) without such costs of services being included in the foregoing rent calculation; (v) such occupancy shall not be a subterfuge by Tenant to avoid its obligations under this Lease or the restrictions on Transfers pursuant to this Article 14; (vi) the use and occupancy by the Permitted Occupant is otherwise expressly subject to, and the Permitted Occupant must comply with, all of the TCCs on Tenant's part to be observed and performed under this Lease (other than Tenant's obligation to pay Base Rent or Direct Expenses under this Lease), including the requirement to obtain insurance in the requisite amounts and to indemnify, defend and hold Landlord harmless for any Loss or other liabilities resulting from the use and operations contemplated by this Section 14.9, (vii)Â any violation of any provision of this Lease by the Permitted Occupant shall be deemed to be a default by Tenant under such provision, (viii)Â the Permitted Occupant shall have no recourse against Landlord whatsoever on account of any failure by Landlord to perform any of its obligations under this Lease or on account of any other matter, (ix)Â all notices required of Landlord under this Lease shall be forwarded only to Tenant in accordance with the terms of this Lease and in no event shall Landlord be required to send any notices to any Permitted Occupant, (x)Â each such Permitted Occupant shall be deemed an invitee of Tenant, and Tenant shall be fully and primarily liable for all acts and omissions of such Permitted Occupant as fully and completely as if such Permitted Occupant was an employee of Tenant; and (xi)Â in no event shall the occupancy of any portion of the Premises by any Permitted Occupant be deemed to create a landlord/tenant relationship between Landlord and such Permitted Occupant or be deemed to vest in Permitted Occupant any right or interest in the Premises or this Lease, and, in all instances, Tenant shall be considered the sole tenant under the Lease notwithstanding the occupancy of any portion of the Premises by any Permitted Occupant. Tenant shall promptly supply Landlord with any documents or information reasonably requested by Landlord regarding any such sublease, license or occupancy. Any assignment, sublease, license or occupancy permitted under this SectionÂ 14.8 shall not be deemed a Transfer under this Article 14. Notwithstanding the foregoing, no such occupancy shall relieve Tenant from any liability under this Lease. Tenant shall provide to Landlord promptly after request a written list of the names and contact information of all Permitted Occupants then being allowed access to the Premises by Tenant. -39-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.ARTICLE 15SURRENDER OF PREMISES15.1Surrender of Premises. No act or thing done by Landlord or the Landlord Parties or Tenant or the Tenant Parties during the Lease Term shall be deemed to constitute an acceptance by Landlord of a surrender of the Premises unless such intent is specifically acknowledged in writing by Landlord. The delivery of keys to the Premises to Landlord Parties shall not constitute a surrender of the Premises or effect a termination of this Lease, whether or not the keys are thereafter retained by Landlord, and notwithstanding such delivery Tenant shall be entitled to the return of such keys at any reasonable time upon request until this Lease shall have been properly terminated. The voluntary or other surrender of this Lease by Tenant, whether accepted by Landlord or not, or a mutual termination hereof, shall not work a merger, and at the option of Landlord shall operate as an assignment to Landlord of all subleases or subtenancies affecting the Premises or terminate any or all such sublessees or subtenancies.15.2Removal Requirements. All articles of Tenant's Personal Property and Tenant's External Property, shall remain the property of Tenant, and may be removed by Tenant at any time during the Lease Term. Nothing in this Section 15.2 shall prohibit Tenant from removing Tenant's Personal Property and Tenant's External Property (including any TVs, a/v equipment, specialty items, furniture, equipment, and free-standing cabinet work) installed or placed by Tenant at its expense in the Premises, at any time throughout the Lease Term, including if attached to the wall or floor for stability purposes (provided that Tenant repairs any damage resulting therefrom). Upon the expiration of the Lease Term, or upon any earlier termination of this Lease, Tenant shall, subject to the provisions of this ArticleÂ 15, quit and surrender possession of the Premises to Landlord in as good order and condition as when Tenant took possession and as thereafter improved by Landlord and/or Tenant, reasonable wear and tear, damage by Casualty, and repairs which are specifically made the responsibility of Landlord hereunder excepted. Upon such expiration or termination, Tenant shall, without expense to Landlord, remove or cause to be removed from the Premises the following, and repair all damage to the Premises and Building resulting from such removal: (i)Â all debris and rubbish, (ii)Â Tenant's Personal Property and Tenant's External Property, and (iii)Â all Alterations and Tenant Improvements that Landlord requires Tenant to remove in accordance with Section 8.5 above. With respect to any of Tenant's Personal Property, Tenant's External Property, Alterations, or Tenant Improvements that Tenant is not required to remove pursuant to this Lease, Tenant shall leave the same in good working order and condition, deliver to Landlord all necessary user information such that the same may be used by a future occupant of the Premises (e.g., any Water Sensors that remain shall be unblocked and ready for use by a third-party). If Tenant fails to perform the foregoing removal, repair and restoration obligations, Landlord may do so and may charge the Actual Cost thereof to Tenant. Tenant hereby protects, defends, indemnifies and holds Landlord harmless from and against any Losses relating to the installation, placement, removal or financing of any such Alterations, Tenant Improvements, fixtures and/or equipment in, on or about the Premises, which obligations of Tenant shall survive the expiration or earlier termination of this Lease.15.3Disposal Rights. Without limiting any other rights or remedies of Landlord, any of Tenant's Personal Property or Tenant's External Property not removed by Tenant upon the expiration of this Lease, or within forty-eight (48) hours after any early termination of this Lease, shall be considered abandoned and Landlord may, at its sole election (and regardless of the value of such property), (i)Â elect to take ownership of any or all of such property (in which event, subject to the rights of any third parties who have an ownership or security interest in any such property, Landlord may use, sell, or dispose of such property in Landlord's sole discretion), or (ii)Â store any or all of such property in a public warehouse or elsewhere (including at Landlord's property) for the account, and at the expense and risk, of Tenant. If Landlord elects to store Tenant's Personal Property or Tenant's External Property, then Tenant shall pay the cost of storing the same to Landlord (based on the actual costs and expenses incurred by Landlord in connection therewith, plus a 10% administrative fee, or if the property is being stored at property owned or controlled by Landlord or its affiliates, based on the then fair market rental value of the applicable space, in all cases as reasonably determined by Landlord). If Landlord elects to store any such personal property in accordance with item (ii) above, then Landlord may thereafter elect to take ownership of such property pursuant to item (i) above at any time prior to Tenant recovering possession of the subject property. The TCCs of this Section 15.3 have been specifically bargained for, and, to the maximum extent permitted by law, Tenant expressly waives the right to receive any notices under California Civil Code Section 1993 et seq., or any other statutory procedures with respect to abandoned personal property. ARTICLE 16HOLDING OVERUnless otherwise agreed upon by Landlord in writing (in Landlord's sole and absolute discretion), if Tenant holds over after the expiration of the Lease Term or earlier termination thereof, such tenancy -40-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.shall be a tenancy at sufferance, and shall not constitute a renewal hereof or an extension for any further term, and in such case daily damages in any action to recover possession of the Premises shall be calculated at a daily rate equal to one hundred twenty-five percent (125%) of the Base Rent applicable during the last rental period of the Lease Term under this Lease for the first month and thereafter one hundred fifty percentÂ (150%) of the Base Rent applicable during the last rental period of the Lease Term under this Lease (calculated on a per diem basis) and one hundred percent (100%) of all other Rent applicable during the last rental period of the Lease Term under this Lease (calculated on a per diem basis).Â Nothing contained in this ArticleÂ 16 shall be construed as consent by Landlord to any holding over by Tenant, and Landlord expressly reserves the right to require Tenant to vacate and deliver possession of the Premises to Landlord as provided in this Lease upon the expiration or other termination of this Lease. The provisions of this ArticleÂ 16 shall not be deemed to limit or constitute a waiver of any other rights or remedies of Landlord provided herein or at law. If Tenant holds over without Landlord's express written consent, and tenders payment of rent for any period beyond the expiration of the Lease Term by way of check (whether directly to Landlord, its agents, or to a lock box) or wire transfer, the cashing of such check or acceptance of such wire shall be considered inadvertent and not be construed as creating a month-to-month tenancy, provided Landlord refunds such payment to Tenant promptly upon learning that such check has been cashed or wire transfer received. Any holding over without Landlord's express written consent may compromise or otherwise affect Landlord's ability to enter into new leases with prospective tenants regarding the Premises.Â Therefore, if Tenant fails to vacate and deliver the Premises within thirty (30) days the termination or expiration of this Lease, in addition to any other liabilities to Landlord accruing therefrom, Tenant shall protect, defend, indemnify and hold Landlord harmless from and against all claims made by any succeeding tenant founded upon such failure to vacate and deliver, and any losses suffered by Landlord, including lost profits, resulting from such failure to vacate and deliver. In addition, Tenant shall be liable for all damages (including attorneys' fees and expenses) of whatever type (including consequential damages) incurred by Landlord as a result of any holding over. Tenant agrees that any proceedings necessary to recover possession of the Premises, whether before or after expiration of the Lease Term, shall be considered an action to enforce the terms of this Lease for purposes of the awarding of any attorney's fees in connection therewith. ARTICLE 17ESTOPPEL CERTIFICATES; FINANCIAL STATEMENTS17.1Estoppel Certificates. Within ten (10) business days following a request in writing by Landlord or Tenant, as the case may be, shall execute, acknowledge and deliver to the requesting party (the "Requesting Party") an estoppel certificate, which, as submitted by the Requesting Party, shall be substantially in the form of ExhibitÂ E attached hereto, as modified appropriately if Tenant is the Requesting Party (or such other commercially reasonable form as may be required by any prospective Mortgagee or purchaser of the Project, or any portion thereof, or any assignee or purchaser of Tenant), indicating therein any exceptions thereto that may exist at that time, and shall also contain any other information reasonably requested by the Requesting Party or Landlord's Mortgagee or prospective Mortgagee or Tenant's Transferee, as the case may be. Any such certificate may be relied upon by any prospective Mortgagee or purchaser of all or any portion of the Project or any buyer, assignee or lender of Tenant. 17.2Financial Statements. At any time during the Lease Term, but not more often than one (1) time during any twelve (12) month period (except in connection with the sale or refinance of the Project, a Transfer, or following any monetary default by Tenant beyond all applicable notice and cure periods), Landlord may require Tenant to provide Landlord with a current financial statement prepared in the ordinary course of business and financial statements prepared in the ordinary course of business of the two (2) years prior to the current financial statement year (collectively, "Financial Statements"); provided, however, as a condition precedent to Tenant's delivery, Landlord or the Landlord Party requesting such information shall execute a commercially reasonable form of confidentiality agreement with respect thereto. Such statements shall be as prepared in Tenant's ordinary course of business and certified as true and correct by Tenant's chief financial officer.ARTICLE 18SUBORDINATION AND MORTGAGEESThis Lease shall be subject and subordinate to the lien of any future mortgage, trust deed or other encumbrances (each, a "Mortgage") hereafter in force against the Building or Project or any part thereof, if any, and to all renewals, extensions, modifications, consolidations and replacements thereof, and to all advances made or hereafter to be made upon the security of such Mortgage, unless the holders or lessors of such Mortgages (each, a "Mortgagee"), require in writing that this Lease be superior thereto. The Project is encumbered by an existing Mortgage as of the Effective Date and Landlord agrees to use -41-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.commercially reasonable efforts for a commercially reasonable period of time to obtain from the Mortgagee of such existing Mortgage a subordination, non-disturbance and attornment agreement ("SNDA") on the Mortgagee's form, subject to reasonable changes agreed upon by Tenant and the Mortgagee. Tenant shall pay to Landlord, within thirty (30) days of demand. all costs incurred by Landlord in connection with obtaining any such SNDA. Landlord's failure to obtain any such SNDA shall not be a default by Landlord nor affect the occurrence of the Lease Commencement Date or Tenant's obligations under this Lease. Tenant covenants and agrees in the event any proceedings are brought for the foreclosure sale or deed in lieu thereof of any such Mortgage, to attorn to the Mortgagee upon any such foreclosure sale or deed in lieu thereof, if so reasonably requested to do so by such Mortgagee, and to recognize such Mortgagee as the lessor under this Lease, provided such Mortgagee shall agree to accept this Lease and not disturb Tenant's occupancy, so long as Tenant timely pays the Rent and observes and performs the TCCs of this Lease to be observed and performed by Tenant within all applicable notice and cure periods. Landlord's interest herein may be assigned as security at any time to any Mortgagee. Tenant shall, within ten (10) business days of request by Landlord, execute such further commercially reasonable instruments or assurances as Landlord may reasonably deem necessary to evidence or confirm the subordination or superiority of this Lease to any such Mortgage in accordance with this ArticleÂ 18. Subject to the provisions of this Article 18, Tenant waives the provisions of any current or future statute, rule or law which may give or purport to give Tenant any right or election to terminate or otherwise adversely affect this Lease and the obligations of the Tenant hereunder in the event of any foreclosure proceeding or sale. Should any current or prospective Mortgagee require a modification of this Lease, which modification will not cause an increased cost or expense to Tenant or in any other way materially and adversely change the rights and obligations of Tenant hereunder, then and in such event, this Lease may be so modified and Tenant shall execute whatever documents are reasonably required therefor and to deliver the same to Landlord within ten (10) business days following a request therefor. Landlord's title is and always shall be paramount to the title of Tenant. Nothing herein contained shall empower Tenant to do any act which can, shall or may encumber the title of Landlord.ARTICLE 19EVENTS OF DEFAULT; REMEDIES19.1Events of Default. In addition to any other Events of Default specified elsewhere in this Lease, the occurrence of any of the following shall constitute an "Event of Default" by Tenant:19.1.1Any failure by Tenant to pay any Rent or any other charge required to be paid under this Lease, or any part thereof, when due unless such failure is cured within five (5) business days after notice; provided, however, that Landlord shall not be required to provide such notice more than one (1) time during any given twelve (12) month period; or 19.1.2To the extent permitted by Applicable Laws, (i)Â Tenant or any guarantor of this Lease being placed into receivership or conservatorship, or becoming subject to similar proceedings under Federal or State law, or (ii)Â a general assignment by Tenant or any guarantor of this Lease for the benefit of creditors, or (iii)Â the taking of any corporate action in furtherance of bankruptcy or dissolution whether or not there exists any proceeding under an insolvency or bankruptcy law, or (iv)Â the filing by or against Tenant or any guarantor of any proceeding under an insolvency or bankruptcy law, unless in the case of such a proceeding filed against Tenant or any guarantor the same is dismissed within sixty (60) days, or (v)Â the appointment of a trustee or receiver to take possession

of all or substantially all of the assets of Tenant or any guarantor, unless possession is restored to Tenant or such guarantor within thirty (30) days, or (vi)Â any execution or other judicially authorized seizure of all or substantially all of Tenant's assets located upon the Premises or of Tenant's interest in this Lease, unless such seizure is discharged within thirty (30) days; or19.1.3The failure by Tenant to observe or perform according to the provisions of ArticlesÂ 5,Â 14,Â 17Â orÂ 18 of this Lease or any provision of the Tenant Work Letter where, in each instance, such failure continues for more than five (5) business days after notice from Landlord; or19.1.4Except where a specific time period for Tenant's performance is otherwise expressly set forth in this Lease, in which event the failure to perform by Tenant within such time period shall be an Event of Default by Tenant under this SectionÂ 19.1.6, any failure by Tenant to observe or perform any other provision, covenant or condition of this Lease to be observed or performed by Tenant where such failure continues for thirty (30) days after written notice thereof from Landlord to Tenant; provided that if the nature of such default is such that the same cannot reasonably be cured within a thirty (30) day period (or, as applicable, within the specific time period for Tenant's performance otherwise expressly set forth in this Lease), no Event of Default shall be deemed to have occurred under this Section 19.1.6 if Tenant diligently commences such cure within such period and thereafter diligently proceeds to rectify and cure such default.-42-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.Any notices to be provided by Landlord under this Section 19.1 shall be in lieu of, and not in addition to, any notice required under Section 1161 et seq. of the Code of Civil Procedure, and may be served on Tenant in the manner allowed for service of notices under this Lease.19.2Remedies Upon Event of Default. Upon the occurrence of any Event of Default by Tenant, Landlord shall have, in addition to any other remedies available to Landlord at law or in equity (all of which remedies shall be distinct, separate and cumulative), the option to pursue any one or more of the following remedies (including, without limitation, during any eviction moratorium, to the extent not prohibited by Applicable Law), each and all of which shall be cumulative and, subject to the express terms hereof, nonexclusive, without any notice or demand whatsoever.19.2.1Terminate this Lease, in which event Tenant shall immediately surrender the Premises to Landlord, and if Tenant fails to do so, Landlord may, without prejudice to any other remedy which it may have for possession or arrearages in rent, enter upon and take possession of the Premises and expel or remove Tenant and any other person who may be occupying the Premises or any part thereof, without being liable for prosecution or for any claim for damages therefor; and Landlord may recover from Tenant the following:(a)The worth at the time of award of any unpaid rent which has been earned at the time of such termination; plus(b)The worth at the time of award of the amount by which the unpaid rent which would have been earned after termination until the time of award exceeds the amount of such rental loss that Tenant proves could have been reasonably avoided; plus(c)The worth at the time of award of the amount by which the unpaid rent for the balance of the Lease Term after the time of award exceeds the amount of such rental loss that Tenant proves could have been reasonably avoided; plus(d)Any other amount necessary to compensate Landlord for all the detriment proximately caused by Tenant's failure to perform its obligations under this Lease or which in the ordinary course of things would be likely to result therefrom, as allowed under all Applicable Laws, specifically including but not limited to, brokerage commissions and advertising expenses incurred, expenses of remodeling the Premises or any portion thereof for a new tenant, whether for the same or a different use, and any special concessions made to obtain a new tenant; and(e)At Landlord's election, such other amounts in addition to or in lieu of the foregoing as may be permitted from time to time by Applicable Laws.The term "rent" as used in this SectionÂ 19.2 shall be deemed to be and to mean all sums of every nature required to be paid by Tenant pursuant to the terms of this Lease, whether to Landlord or to others. As used in SectionsÂ 19.2.1(a)Â andÂ (b) above, the "worth at the time of award" shall be computed by allowing interest at the Interest Rate, but in no case greater than the maximum amount of such interest permitted by Applicable Laws. As used in SectionÂ 19.2.1(c) above, the "worth at the time of award" shall be computed by discounting such amount at the discount rate of the Federal Reserve Bank of San Francisco at the time of award plus one percent (1%). 19.2.2In the event this Lease has not been terminated, Landlord shall have the remedy described in California Civil Code SectionÂ 1951.4 (lessor may continue lease in effect after lessee's breach and abandonment and recover rent as it becomes due, if lessee has the right to sublet or assign, subject only to reasonable limitations). Accordingly, if Landlord does not elect to terminate this Lease on account of any Event of Default by Tenant, Landlord may, from time to time, without terminating this Lease, enforce all of its rights and remedies under this Lease, including the right to recover all rent as it becomes due.19.2.3Landlord shall at all times have the rights and remedies (which shall be cumulative with each other and cumulative and in addition to those rights and remedies available under SectionsÂ 19.2.1Â andÂ 19.2.2 above, or any law or other provision of this Lease), without prior demand or notice except as required by Applicable Laws, to seek any declaratory, injunctive or other equitable relief, and specifically enforce this Lease, or restrain or enjoin a violation or breach of any provision hereof.19.3Subleases of Tenant. If Landlord elects to terminate this Lease on account of any default by Tenant, as set forth in this Article 19, then, subject to the terms of Section 14.10, above, Landlord shall have the right to terminate any and all subleases, licenses, concessions or other consensual arrangements for possession entered into by Tenant and affecting the Premises or may, in Landlord's sole discretion, succeed to Tenant's interest in such subleases, licenses, concessions or arrangements. In the -43-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.event of Landlord's election to succeed to Tenant's interest in any such subleases, licenses, concessions or arrangements, Tenant shall, as of the date of notice by Landlord of such election, have no further right to or interest in the rent or other consideration receivable thereunder.19.4Efforts to Relet. Subject to Applicable Laws, no re-entry or repossession, repairs, maintenance, changes, alterations and additions, reletting, appointment of a receiver to protect Landlord's interests hereunder, or any other action or omission by Landlord shall be construed as an election by Landlord to terminate this Lease or Tenant's right to possession, or to accept a surrender of the Premises, nor shall same operate to release Tenant in whole or in part from any of Tenant's obligations hereunder, unless express written notice of such intention is sent by Landlord to Tenant. Tenant hereby irrevocably waives any right otherwise available under any law to redeem or reinstate this Lease.19.5Landlord Default. 19.5.1In General. Notwithstanding anything to the contrary set forth in this Lease, Landlord shall be in default in the performance of any obligation required to be performed by Landlord under this Lease only if (i) in the event a failure by Landlord is with respect to the payment of money, Landlord fails to pay such unpaid amounts within five (5) business days of notice from Tenant that the same was not paid when due; (ii) the failure of Landlord to perform according to the provisions of Article 17 of this Lease for more than fifteen (15) business days after notice from Tenant; or (iii) in the event a failure by Landlord is other than (i) and (ii) above, Landlord fails to perform any of its other obligations hereunder and such failure continues for thirty (30) days after Tenant delivers to Landlord written notice specifying such failure; however, if such failure cannot reasonably be cured within such 30-day period, but Landlord commences to cure such failure within such 30-day period and thereafter diligently pursues the curing thereof to completion, then Landlord shall not be in default hereunder or liable for damages therefor. Except where the provisions of this Lease grant Tenant an express, exclusive remedy, or expressly deny Tenant a remedy, Tenant's exclusive remedy for Landlord's default under this Lease shall be limited to Tenant's actual direct, but not consequential, damages caused by such default; in each case, Landlord's liability or obligations with respect to any such remedy shall be limited as provided in Sections 19.6 and 29.10 below. All obligations of Landlord under this Lease shall be construed as covenants, not conditions. Except as otherwise provided herein, Tenant hereby waives the benefit of any laws granting it the right to perform Landlord's obligations or the right to terminate this Lease or withhold Rent on account of any Landlord default. Without limiting the generality of the foregoing, except as otherwise provided herein, Tenant hereby waives and agrees not to pursue or claim any excuse or offset to Tenant's obligations under this Lease based on the doctrines of impossibility, impracticality, frustration of contract, frustration of purpose, or other similar legal principals. 19.5.2Abatement Event. If (i)Â (a)Â Landlord fails to provide any services required of Landlord under Section 6.1 above or perform any of Landlord's Repair Obligations required under ArticleÂ 7 below, or (b) Hazardous Materials are present in the Premises that were not brought onto the Premises, exposed, or exacerbated by Tenant or Tenant Parties, (ii)Â such failure causes all or a material portion of the Premises to be untenantable and unusable by Tenant and Tenant actually ceases to use all or such material portion of the Premises, and (iii)Â such failure is not the result of the acts and/or omissions of Tenant and/or other Tenant Parties (as defined herein), then in order to be entitled to receive the benefits of this SectionÂ 6.5, Tenant must give Landlord notice (the "Initial Abatement Notice"), specifying such failure to perform by Landlord (the "Abatement Event"). If Landlord has not commenced to cure such Abatement Event within three (3) business days after the receipt of the Initial Abatement Notice and is not otherwise excused from such performance by this Lease, then prior to any abatement, Tenant must deliver an additional notice to Landlord (the "Additional Abatement Notice"), specifying such Abatement Event and Tenant's intention to abate the payment of Rent under this Lease. If Landlord does not commence to cure such Abatement Event within two (2) business days of receipt of the Additional Abatement Notice and thereafter diligently pursue the cure to completion, Tenant may, upon written notice to Landlord, immediately abate Base Rent, Tenant's Share of Direct Expenses and parking charges payable under this Lease for that portion of the Premises rendered untenantable and not actually used by Tenant (which may include the entire Premises if the remaining portion of the Premises is not sufficient to allow Tenant to effectively conduct its business therein, and if Tenant does not conduct its business from such remaining portion), for the period beginning on the date that is two (2) business days prior to delivery of the Additional Abatement Notice and continuing to the earlier of the date Landlord cures such Abatement Event or the date Tenant recommences the use of such portion of the Premises. Notwithstanding the foregoing, if Tenant provides an Initial Abatement Notice and Additional Abatement Notice for an Abatement Event that was cured by Landlord, but which recurs within twelve (12) months of such cure and, as a result of such particular Abatement Event all or a material portion of the Premises is untenantable and unusable (and not actually used) by Tenant for more than ten (10) days in such twelve (12) month period, then Tenant may provide an additional abatement notice ("Recurring Abatement Notice") specifying such recurrence, and if Landlord has not commenced to cure such Abatement Event within two (2) business days after the receipt of the such Recurring Abatement Notice and is not -44-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.otherwise excused from such performance by this Lease, Tenant may, upon written notice to Landlord, immediately abate Base Rent, Tenant's Share of Direct Expenses and parking charges payable under this Lease for that portion of the Premises rendered untenantable and not actually used by Tenant (which may include the entire Premises if the remaining portion of the Premises is not sufficient to allow Tenant to effectively conduct its business therein, and if Tenant does not conduct its business from such remaining portion), for the period beginning on the date of Tenant's delivery of the Recurring Abatement Notice and continuing to the earlier of the date Landlord cures such Abatement Event or the date Tenant recommences the use of such portion of the Premises. Such right to abate Rent shall be Tenant's sole and exclusive remedy at law or in equity for an Abatement Event; provided, however, that nothing in this Section 19.5.2, shall impair Tenant's rights under Sections 7.3 and 19.5.1, above. In the event the Abatement Event occurs during the Base Rent Abatement Period for which Tenant is entitled to abate Rent, the Base Rent Abatement Period shall be extended on a day for day basis for any overlap period.19.6Mutual Waiver of Consequential Damages. Notwithstanding anything to the contrary set forth in this Lease, neither Landlord nor the Landlord Parties shall be liable under any circumstances for injury or damage to, or interference with, Tenant's business, including but not limited to, loss of profits, loss of rents or other revenues, loss of business opportunity, loss of goodwill or loss of use, or any indirect, consequential, or punitive damages or any kind, in each case, however occurring (including, without limitation, in connection with or incidental to a failure to furnish any services or utilities, or any failure to perform any repair or maintenance obligations). In addition, neither Tenant nor the Tenant Parties shall be liable under any circumstances for injury or damage to, or interference with, Landlord's business, including but not limited to, loss of profits, loss of rents or other revenues, loss of business opportunity, loss of goodwill or loss of use, or any indirect, consequential, or punitive damages of any kind, in each case, however occurring, , other than those consequential damages incurred by Landlord in connection with (i) a holdover of the Premises by Tenant after the expiration or earlier termination of this Lease, and (ii) any repair, physical construction or improvement work performed by or on behalf of Tenant in the Project.ARTICLE 20COVENANT OF QUIET ENJOYMENTLandlord covenants that Tenant, on paying the Rent, charges for services and other payments herein reserved and on keeping, observing and performing all the other TCCs, provisions and agreements herein contained on the part of Tenant to be kept, observed and performed within all applicable notice and cure periods, shall, during the Lease Term, peaceably and quietly have, hold and enjoy the Premises subject to the TCCs, provisions and agreements hereof without interference by any persons lawfully claiming by or through Landlord. The foregoing covenant is in lieu of any other covenant express or implied.ARTICLE 21LETTER OF CREDIT-45-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.21.1Delivery of Letter of Credit. Tenant shall cause the "Bank" (as that term is defined below) to deliver to Landlord, within fifteen (15) business days following the full execution of this Lease, a standby letter of credit (the "L-C") that complies in all respects with the requirements of this Article 21 in the amount set forth in SectionÂ 8 of the Summary (the "L-C Amount"). The L-C shall: (i)Â be issued by a Bank; (ii)Â be in the form attached hereto as ExhibitÂ K, or such other form reasonably approved by Landlord (which approval shall be granted or denied within five (5) business days); (iii)Â be irrevocable, unconditional, and payable upon demand; (iv)Â subject to SectionÂ 21.11, be maintained in effect, whether through renewal or extension, for the period commencing on the date of this Lease and continuing until the date (the "L-CÂ Expiration Date") that is no less than one hundred twenty (120) days following the expiration of the Lease Term, as the same may be extended, (v)Â be drawable in either Los Angeles or San Francisco, California, or, if otherwise, will accept draws by Federal Express and/or facsimile and/or electronic mail, (vi) contain a provision that provides that the L-C shall be automatically renewed on an annual basis without amendment of the L-C unless the Bank delivers a written notice of cancellation to Landlord at least thirty (30) days prior to the expiration of the L-C, without any action whatsoever on the part of Landlord; (vii)Â be fully assignable by Landlord, its successors and assigns; (viii)Â permit partial draws and multiple presentations and drawings, and (ix)Â be otherwise subject to the International Standby Practices-ISP 98, International Chamber of Commerce Publication #590 (or Uniform Customs and Practices for Documentary Credits, 2007 Revision, International Chamber of Commerce Publication No. 600). Except as otherwise provided herein, Tenant shall pay all expenses, points, and/or fees incurred by Tenant in obtaining and maintaining the L-C. The term "Bank" referred to herein shall mean a commercial, solvent, nationally recognized bank, approved by Landlord, that satisfies all of the following requirements (the "Bank Requirements"): (a)Â has a long-term, unsecured, and unsubordinated debt obligations rating of no less than "A" by Fitch Ratings Ltd. ("Fitch") and a short term deposit rating of no less than "F1" by Fitch (or in the event such applicable Fitch ratings are no longer available, comparable ratings from Standard and Poor's Professional Rating Service or Moody's Professional Rating Service); (b)Â accepts deposits and maintains accounts; (c)Â is chartered under the laws of the United States, any state thereof, or the District of Columbia, and which is insured by the Federal Deposit Insurance Corporation; and (d)Â is not subject to the control or jurisdiction of any receiver, trustee, custodian, conservator, liquidator or similar official under any federal or state or common law. Landlord hereby approves First Citizens Bank and Trust, as the Bank if selected by Tenant, and based on First Citizens Bank and Trust's financial requirements as of the Effective Date. 21.2L-C Draw Event. Each of the following is an "L-C Draw Event": (i)Â such amount is due to Landlord under the terms and conditions of this Lease in connection with an Event of Default; (ii)Â the Lease has terminated prior to the expiration of the Lease Term as a result of Tenant's breach or default of any term or provision of the Lease; (iii)Â Tenant has filed a voluntary petition under the U.S.Â Bankruptcy Code or any state bankruptcy code (collectively, "Bankruptcy Code"); (iv)Â an involuntary petition has been filed against Tenant under the Bankruptcy Code; (v)Â the Lease has been rejected or disaffirmed, or is deemed rejected or disaffirmed, under Section 365 of the U.S. Bankruptcy Code or any similar federal or state or common law; (vi)Â the Bank has notified Landlord that the L-C will not be renewed or extended through the L-C Expiration Date unless Tenant delivers a replacement L-C at least thirty (30) days prior to the expiration of the existing L-C; (vii)Â Tenant is placed into receivership, liquidation, or conservatorship, or becomes subject to similar proceedings under federal or state law; (viii)Â Tenant executes an assignment for the benefit of creditors or commences an involuntary dissolution or becomes subject to an involuntary dissolution; or (ix)Â the Bank no longer satisfies the Bank Requirements. -46-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.21.3Application of L-C Proceeds. In the event of any L-C Draw Event, Landlord may, but without obligation to do so, and without notice to Tenant, draw upon the L-C, in part or in whole, and may, but is not obligated to, apply the proceeds of the L-C to any and all amounts due and owing under this Lease and to compensate Landlord for any and all damages or losses of any kind or nature sustained or which Landlord reasonably estimates that it will sustain resulting from Tenant's breach or default of the Lease or other L-C Draw Event and/or to compensate Landlord for any and all damages or losses arising out of, or incurred in connection with, the termination of this Lease, including, without limitation, those specifically identified in Section 1951.2 of the California Civil Code. The use, application, or retention of the L-C proceeds, or any portion thereof, by Landlord shall not prevent Landlord from exercising any other right or remedy provided by this Lease or by any Applicable Laws, and Landlord shall not first be required to proceed against the L-C, and such L-C or the proceeds thereof shall not operate as a limitation on any recovery to which Landlord may otherwise be entitled. No condition

or term of this Lease shall be deemed to render the L-C conditional to justify the issuer of the L-C in failing to honor a drawing upon such L-C in a timely manner. Tenant agrees and acknowledges that: (i)Â the L-C constitutes a separate and independent contract between Landlord and the Bank; (ii)Â Tenant is not a third party beneficiary of such contract; (iii)Â Tenant has no property interest whatsoever in the L-C or the proceeds thereof; and (iv)Â in the event Tenant becomes a debtor under any chapter of the Bankruptcy Code, Tenant is placed into receivership or conservatorship, there is an event of a receivership, conservatorship, or bankruptcy filing by, or on behalf of, Tenant, or Tenant executes an assignment for the benefit of creditors, neither Tenant, any trustee, receiver, conservator, assignee, nor Tenant's bankruptcy estate shall have any right to restrict or limit Landlord's claim or rights to the L-C or the proceeds thereof by application of SectionÂ 502(b)(6) of the U.S.Â Bankruptcy Code, any similar state or federal law, or otherwise. 21.4Replenishment, Renewal and Replacement of L-C. In the event of a replacement of the L-C for any reason, Landlord may require, as a condition of such replacement, that the L-C remain in place with all existing rights thereunder for a period of one hundred ten (110) days following the delivery of the new L-C, and Tenant shall extend the original L-C as necessary to facilitate the same. The new L-C shall comply with all terms and conditions of this ArticleÂ 21. If, as a result of any drawing by Landlord on the L-C pursuant to an L-C Draw Event, the amount of the L-C shall be less than the L-C Amount, Tenant shall, within ten (10) business days after written notice thereof from Landlord, provide Landlord with (i)Â an amendment to the L-C restoring such L-C to the L-C Amount or (ii)Â an additional L-C in an amount equal to the deficiency, which additional L-C shall comply with all of the provisions of this ArticleÂ 21. If the L-C expires earlier than the L-C Expiration Date, Tenant shall deliver a certificate of renewal or extension to Landlord at least sixty (60) days prior to the expiration of the L-C then held by Landlord, without any action whatsoever on the part of Landlord. In furtherance of the foregoing, if the L-C has an expiration date prior to the L-C Expiration Date, Landlord and Tenant agree that the L-C shall contain a so-called "evergreen provision," whereby the L-C will automatically be renewed, without amendment, unless at least thirty (30) days' prior written notice of non-renewal is provided by the issuer to Landlord. If the Bank fails to satisfy any of the Bank Requirements, Tenant shall deliver a replacement L-C to Landlord within sixty (60) days of Landlordâ€™s request therefor. At any time that Tenant has failed to timely provide Landlord with a renewed L-C, amended L-C, additional L-C or replacement L-C as and when required under this Lease, then notwithstanding anything in this Lease to the contrary, Landlord shall have the right to declare that an Event of Default has occurred for which there shall be no notice or grace or cure periods applicable thereto. The L-C shall be honored by the Bank regardless of whether Tenant disputes Landlordâ€™s right to draw upon the L-C. Tenant shall be responsible for the payment of any and all costs incurred by Landlord relating to the review of any renewed, amended, additional or replacement L-C. 21.5In the event that Landlord draws on the L-C pursuant to an L-C Draw Event, subject to SectionÂ 21.10 below, (i)Â any unused proceeds shall constitute the property of Landlord (and not Tenantâ€™s property or, in the event of a receivership, conservatorship, or bankruptcy filing by, or on behalf of, Tenant, property of such receivership, conservatorship or Tenantâ€™s bankruptcy estate) and need not be segregated from Landlordâ€™s other assets, and (ii)Â Landlord agrees to pay to Tenant within thirty (30) days after the L-C Expiration Date the amount of any proceeds of the L-C received by Landlord and not applied as contemplated in this ArticleÂ 21; provided, however, that if prior to the L-C Expiration Date a voluntary petition is filed by Tenant, or an involuntary petition is filed against Tenant by any of Tenantâ€™s creditors, under the Bankruptcy Code or if Tenant executes an assignment for the benefit of creditors or is placed in receivership or liquidation, then Landlord shall not be obligated to make such payment in the amount of the unused L-C proceeds until either all preference issues relating to payments under this Lease have been resolved in such bankruptcy or reorganization case or such bankruptcy or reorganization case has been dismissed.-47-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.21.6Transfer and Encumbrance. Tenant has no right to assign or encumber the L-C or any part thereof and neither Landlord nor its successors or assigns will be bound by any such assignment, encumbrance, attempted assignment or attempted encumbrance. In the event of an assignment by Tenant of its interest in the Lease (and irrespective of whether Landlordâ€™s consent is required for such assignment), the acceptance of any replacement or substitute letter of credit by Landlord from the assignee shall be subject to Landlordâ€™s prior written approval, in Landlordâ€™s sole and absolute discretion. At any time and without notice to Tenant and without first obtaining Tenantâ€™s consent thereto, Landlord may transfer (one or more times) all of its interest in and to the L-C to another party, person or entity that has an interest in the Project or this Lease (including any Mortgagee). In the event of a transfer of Landlordâ€™s interest in this Lease, Landlord shall transfer the L-C, in whole only, to the transferee and thereupon Landlord shall, without any further agreement between the parties, be released by Tenant from all liability therefor, and it is agreed that the provisions hereof shall apply to every transfer or assignment of the L-C to a new landlord. In connection with any such transfer of the L-C by Landlord, Tenant shall, at Tenantâ€™s sole cost and expense, execute and submit to the Bank such commercially reasonable applications, documents and instruments as may be necessary to effectuate such transfer, and Tenant shall be responsible for paying the Bankâ€™s transfer and processing fees in connection with the first transfer, provided that Landlord shall have the right (in its sole discretion), but not the obligation, to pay such fees on behalf of Tenant and Landlord shall be responsible for paying the Bankâ€™s transfer and processing fees in connection with any subsequent transfer, but not in excess of the transfer fee first paid by Tenant). 21.7L-C Not a Security Deposit. In no event or circumstance shall the L-C, any renewal or substitute therefor or any proceeds thereof be deemed to be or treated as a "security deposit" under any law applicable to security deposits in the commercial context, including, but not limited to, SectionÂ 1950.7 of the California Civil Code, as such Section now exists or as it may be hereafter amended or succeeded (the "Security Deposit Laws"). The L-C (including any renewal thereof or substitute therefor or any proceeds thereof) is not intended to serve as a security deposit, and the Security Deposit Laws shall have no applicability or relevancy thereto. Landlord and Tenant hereby waive any and all rights, duties and obligations that any such party may now, or in the future will, have relating to or arising from the Security Deposit Laws. Tenant hereby irrevocably waives and relinquishes the provisions of Section 1950.7 of the California Civil Code and any successor statute, and all other provisions of law, now or hereafter in effect, which (x)Â establish the time frame by which a landlord must refund a security deposit under a lease, and/or (y)Â provide that a landlord may claim from a security deposit only those sums reasonably necessary to remedy defaults in the payment of rent, to repair damage caused by a tenant or to clean the premises.21.8Non-Interference By Tenant. Tenant agrees not to interfere in any way with any payment to Landlord of the proceeds of the L-C, prior to a "draw" by Landlord of all or any portion of the L-C, regardless of whether any dispute exists between Tenant and Landlord as to Landlordâ€™s right to draw down all or any portion of the L-C. No condition or term of this Lease shall be deemed to render the L-C conditional and thereby afford the Bank a justification for failing to honor a drawing upon such L-C in a timely manner. Tenant shall not request or instruct the Bank to refrain from paying sight draft(s) drawn under such L-C.21.9Waiver of Certain Relief. Tenant unconditionally and irrevocably waives (and as an independent covenant hereunder, covenants not to assert) any right to claim or obtain any of the following relief in connection with the L-C:21.9.1A temporary restraining order, temporary injunction, permanent injunction, or other order that would prevent, restrain or restrict the presentment of sight drafts drawn under the L-C or the Bankâ€™s honoring or payment of sight draft(s); or21.9.2Any attachment, garnishment, or levy in any manner upon either the proceeds of the L-C or the obligations of the Bank (either before or after the presentment to the Bank of sight drafts drawn under such L-C) based on any theory whatever.-48-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.21.10Remedy for Improper Drafts. Tenantâ€™s sole and exclusive remedy in connection with Landlordâ€™s improper draw against the L-C or Landlordâ€™s improper application or retention of any proceeds of the L-C shall be the right to obtain from Landlord a refund of the amount of any sight draft(s) that were improperly presented or the proceeds of which were misapplied or wrongfully held, together with interest at the Interest Rate and reasonable actual out-of-pocket attorneys' fees, provided that at the time of such refund, Tenant increases the amount of such L-C to the amount (if any) then required under the applicable provisions of this Lease. Tenant irrevocably waives any right to secondary, incidental, indirect or consequential damages in any way related to Landlordâ€™s draw on the L-C. Tenant acknowledges that Landlord's draw against the L-C, application or retention of any proceeds thereof, or the Bankâ€™s payment under such L-C, could not, under any circumstances, cause Tenant injury that could not be remedied by an award of money damages, and that the recovery of money damages would be an adequate remedy therefor. In the event Tenant shall be entitled to a refund as aforesaid and Landlord shall fail to make such payment within ten (10) business days after demand, Tenant shall have the right to deduct the amount thereof together with interest thereon at the Interest Rate from the next installment(s) of Base Rent.21.11Reduction of L-C Amount. Provided that the "L-C Reduction Conditions" (as defined below) are then satisfied, Tenant shall have the right to reduce the L-C Amount as follows:
Date of ReductionAmount of ReductionResulting L-C AmountLast Day of 36th full calendar month of Lease Term$500,000.00$500,000.00Last Day of 48th full calendar month of Lease Term$250,000.00$250,000.00The "L-C Reduction Conditions" shall mean that no Event of Default has occurred in the prior twelve (12) month period and as of the date of Reduction, Tenant has not received notice of a monetary or material non-monetary default under this Lease that remains uncured. If, as of any Date of Reduction identified above, the L-C Reduction Conditions are not satisfied, such right to reduce shall be delayed until the date such L-C Reduction Conditions are satisfied; provided that no decrease may take place retroactively if Tenant has been in monetary default under this Lease more than twice in a twelve (12) month period.ARTICLE 22INTENTIONALLY OMITTEDARTICLE 23SIGNS23.1Interior Signs. Tenant, at its sole cost and expense, may install identification signage anywhere in the Premises (including, but not limited to, in the elevator lobby of the Premises) that does not constitute a Design Problem, provided that such signs must not be visible from the exterior of the Premises. 23.2Multi-Tenant Floors. If other tenants occupy space on any floor of the Building on which the Premises is located, Tenant's identifying signage shall be provided by Landlord, at Tenant's cost, and such signage shall be comparable to that used by Landlord for other similar floors in the Building and shall comply with Landlord's Building standard signage program. Any subsequent changes to Tenant's identifying signage shall be at Tenant's sole cost and expense following Tenant's receipt of Landlord's consent thereto (which consent may be withheld in Landlord's reasonable discretion).23.3Building Directory. If a building directory is located in the lobby of the Building, Tenant shall have the right, at Tenant's sole cost and expense, to designate one (1) name strip on such directory for Tenant and one (1) name strip on such directory for any of Tenant's Transferees in the Premises so long as no such names constitute Objectionable Names. Any subsequent changes to Tenant's name strip shall be at Landlord's sole cost and expense, but the addition of any Transferees (and changes thereto) shall be at Tenant's sole cost and expense.-49-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.23.4Prohibited Signage and Other Items. Except as otherwise set forth herein, any signs, notices, logos, pictures, names or advertisements which are installed and that have not been separately approved by Landlord may be removed without notice by Landlord at the sole expense of Tenant. Except as otherwise set forth herein, Tenant may not install any signs on the exterior or roof of the Project or in any Common Areas. Any signs, window coverings, or blinds (even if the same are located behind the Landlord-approved window coverings for the Building), or other items visible from the exterior of the Premises or Building, shall be subject to the prior approval of Landlord, in its sole discretion.23.5Exterior Signage. Subject to governmental approval, Tenant shall be entitled, at its sole cost and expense, subject to the portion of the Tenant Improvement Allowance that may be allocated for such costs pursuant to the Tenant Work Letter, to install identification signage that sets forth Tenant's name on both sides of the existing monument sign for the Building (the "Signage"), which shall be in a location based on the size of the Premises compared with the sizes of the premises of other tenants of the Project23.5.1Installation, Cost, Maintenance. Notwithstanding the foregoing, all aspects of the Signage, including, but not limited to, size, lettering, color, height, width, positioning, quality, design, style, lighting, as applicable and shall be (a)Â subject to Landlord's prior written approval (which approval shall not be unreasonably withheld, which shall be granted or denied within ten (10) business days), and (b)Â in compliance with all Applicable Laws. Tenant hereby acknowledges that, notwithstanding Landlord's approval of Tenant's Signage, Landlord has made no representation or warranty to Tenant with respect to the probability of obtaining all necessary governmental approvals and permits for Tenant's Signage. In the event Tenant does not receive the necessary governmental approvals and permits for Tenant's Signage initially, Tenant may continue its pursuit thereof and Tenant's and Landlord's rights and obligations under the remaining terms and conditions of this Lease shall be unaffected. For all purposes under this Lease, the Tenant's Signage shall be deemed to be included within the definition of Tenant's External Property.23.5.2Objectionable Name. Should Tenant desire to change the name from the name of the Original Tenant or any reasonably iteration of any of the foregoing, each of which is hereby pre-approved (in any such case, the "New Name"), Tenant shall be entitled to modify, at Tenant's sole cost and expense, Tenant's name on the Signage to reflect Tenant's New Name, so long as Tenant's New Name is not an "Objectionable Name." The term "Objectionable Name" shall mean any name which relates to an entity which is of a character or reputation, or is associated with a political orientation or faction, which is inconsistent with the quality of the Project and the majority of Comparable Buildings or which would otherwise reasonably offend the majority of landlords of Comparable Buildings.23.5.3Personal Nature. The rights contained in this Section 23.5 shall be personal to the Original Tenant and any Permitted Transferee Assignee (and not any other assignee, sublessee or transferee of Tenant's interest in this Lease). Tenant's rights to the Signage shall terminate upon Tenant's failure to least at least one (1) full floor of the Building. ARTICLE 24COMPLIANCE WITH LAW24.1Tenant's Compliance Obligations. Tenant shall not do anything or suffer anything to be done in or about the Premises or the Project which will in any way conflict with any law, statute, ordinance or other rule, directive, order, regulation, guideline, or requirement of any governmental entity or governmental agency now in force or which may hereafter be enacted or promulgated (collectively, "Applicable Laws"). At its sole cost and expense, Tenant shall, except as otherwise expressly provided in this Lease or in the Tenant Work Letter, promptly comply with all such Applicable Laws (including the making of any alterations required by Applicable Laws) which relate to (i)Â Tenant's use of, or requirements to cease or reduce Tenant's business operations in or Tenant's use of, the Premises, (ii)Â the areas of the Project that pertain to Tenant's Repair Obligations, and (iii)Â Tenant's Property subject to Landlord's compliance obligations set forth in SectionÂ 24.2 below. Except as otherwise provided herein, should any standard or regulation now or hereafter be imposed on Tenant by a state, federal or local governmental body charged with the establishment, regulation and enforcement of occupational, health or safety standards for employers, employees, or tenants, then Tenant, at its sole cost and expense, shall comply promptly with such standards or regulations. The judgment of any court of competent jurisdiction or the admission of either party hereto in any judicial action, regardless of whether the other party is a party thereto, that such party has violated any of said governmental measures, shall be conclusive of that fact as between Landlord and Tenant.24.2Landlord's Compliance Obligations. Landlord shall comply with all Applicable Laws relating to the areas of the Project that pertain to Landlord's Repair Obligations and Landlord's Insured -50-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.Property to the extent that Landlord's failure to comply therewith would prohibit Tenant from obtaining or maintaining a certificate of occupancy for the Premises allowing for general office use, or would unreasonably and materially affect the safety of Tenant's employees or create a significant health hazard for Tenant's employees. If any changes are required to areas of the Project that are subject to Landlord's Repair Obligations or Landlord's Insured Property as a result of Tenant's Alterations, the Tenant Improvements, or use of the Premises for non-general office use or Tenant's use of the Premises with an above-standard occupancy density, then Landlord shall make such changes at Tenant's sole cost and expense, including Landlord's standard supervision fee (or, at Landlord's election, Tenant shall not be permitted to proceed with the Alterations, Tenant Improvements, or use of the Premises that has or will trigger such changes). Landlord shall be permitted to include in Operating Expenses any costs or expenses incurred by Landlord under this ArticleÂ 24 to the extent not prohibited by the terms of ArticleÂ 4 above. 24.3Certified Access Specialist. For purposes of Section 1938 of the California Civil Code, Landlord hereby discloses to Tenant, and Tenant hereby acknowledges, that the Premises have not undergone inspection by a Certified Access Specialist (CASp). As required by Section 1938(e) of the California Civil Code, Landlord hereby states as follows: "A Certified Access Specialist (CASp) can inspect the subject premises and determine whether the subject premises comply with all of the applicable construction-related accessibility standards under state law. Although state law does not require a CASp inspection of the subject premises, the commercial property owner or lessor may not prohibit the lessee or tenant from obtaining a CASp inspection of the subject premises for the occupancy or potential occupancy of the lessee or tenant, if requested by the lessee or tenant. The parties shall mutually agree on the arrangements for the time and manner of the CASp inspection, the payment of the fee for the CASp inspection, and the cost of making any repairs necessary to correct violations of construction-related accessibility standards within the premises." In furtherance of the foregoing, Landlord and Tenant hereby agree as follows: (a)Â any CASp inspection requested by Tenant shall be conducted, at Tenant's sole cost and expense, by a CASp designated by Landlord, subject to Landlord's reasonable rules and requirements; and (b)Â Tenant's and Landlord's respective obligations for making any improvements or repairs to correct violations of construction-related accessibility standards shall be as set forth in SectionsÂ 24.1 and 24.2 above; and (c) if anything done by or for Tenant in its non-general office use or occupancy of the Premises shall require any improvements or repairs to the Building or Project (outside

the Premises) to correct violations of construction-related accessibility standards, then Tenant shall reimburse Landlord within thirty (30) days of demand, as Additional Rent, for the cost to Landlord of performing such improvements or repairs. ARTICLE 25LATE CHARGESIf any installment of Rent or any other sum due from Tenant shall not be received by Landlord or Landlord's designee when due, then Tenant shall pay to Landlord a late charge equal to five percent (5%) of the overdue amount; provided, however, with regard to the first two (2) such failures in any twelve (12) month period, Landlord will waive such late charge to the extent Tenant cures such failure within five (5) business days following Tenant's receipt of written notice from Landlord that the same was not received when due. The late charge shall be deemed Additional Rent and the right to require it shall be in addition to all of Landlord's other rights and remedies hereunder or at law and shall not be construed as liquidated damages or as limiting Landlord's remedies in any manner. In addition to the late charge described above, any Rent or other amounts owing hereunder which are not paid within ten (10) days after the date they are due shall bear interest from the date when due until paid at an annual interest rate (the "Interest Rate") equal to the lesser of (i)Â the annual "Bank Prime Loan" rate cited in the Federal Reserve Statistical Release Publication H.15(519), published weekly (or such other comparable index as Landlord and Tenant shall reasonably agree upon if such rate ceases to be published), plus two (2) percentage points, and (ii)Â the highest rate permitted by Applicable Laws.ARTICLE 26LANDLORD'S RIGHT TO CURE DEFAULT; PAYMENTS BY TENANT26.1Landlord's Cure. All covenants and agreements to be kept or performed by Tenant under this Lease shall be performed by Tenant at Tenant's sole cost and expense and without any reduction of Rent, except to the extent, if any, otherwise expressly provided herein. If Tenant shall fail to perform any obligation under this Lease, and such failure shall continue in excess of the time allowed under SectionÂ 19.1.6 above, unless a specific time period is otherwise stated in this Lease, Landlord may, but shall not be obligated to, make any such payment or perform any such act on Tenant's part without waiving its rights based upon any default of Tenant and without releasing Tenant from any obligations hereunder. Landlord shall have the right to apply payments received from Tenant pursuant to this Lease, -51-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.regardless of Tenant's designation of such payments, to satisfy any obligations of Tenant hereunder, in such order and amounts as Landlord, in its sole discretion, may elect.26.2Tenant's Reimbursement. Except as may be specifically provided to the contrary in this Lease, Tenant shall pay to Landlord, within thirty (30) days following delivery by Landlord to Tenant of statements therefor: (i)Â sums equal to expenditures reasonably made and obligations incurred by Landlord in connection with the remedying by Landlord of Tenant's defaults pursuant to the provisions of SectionÂ 26.1; and (ii)Â sums equal to all Losses referred to in ArticleÂ 10 of this Lease. Tenant's obligations under this SectionÂ 26.2 shall survive the expiration or sooner termination of the Lease Term.ARTICLE 27ENTRY BY LANDLORDLandlord reserves the right at all reasonable times and upon at least twenty-four (24) hours prior written notice to Tenant (or oral notice to Tenant's office manager), except in the case of an Emergency in which case no prior notice shall be required, to enter the Premises to (i)Â inspect them; (ii)Â show the Premises to prospective purchasers, or to current or prospective Mortgagees, ground or underlying lessors or insurers or, during the last twelve (12) months of the Lease Term, to prospective tenants; (iii)Â post notices of non-responsibility; or (iv) Â perform Landlord's Repair Obligations or Modifications. Notwithstanding anything to the contrary contained in this ArticleÂ 27, Landlord may enter the Premises at any time without notice to (A)Â perform standard services required of Landlord, including janitorial service; (B)Â take possession due to a default by Tenant in the manner provided herein; and (C)Â subject to the terms of Section 26.1, above, perform any covenants of Tenant which Tenant fails to perform. Landlord may make any such entries without the abatement of Rent, except as otherwise provided in this Lease, and may take such reasonable steps as stated purposes; provided, however, except for Emergencies, any such entry shall be performed in an expeditious manner so as not to unreasonably interfere with Tenant's use of the Premises. Landlord use commercially reasonable efforts to schedule entries into the Premises under this Article 27 with Tenant (except entries under items (A) and (B), above) so that Tenant, at Tenant's option, may provide a representative to accompany Landlord. Landlord agrees to take no photographs of any active work areas in the Premises without Tenant's prior consent and agrees that any information obtained by any entry into the Premises by Landlord or its employees, agents or contractors shall be kept strictly confidential. Even in an Emergency situation, Landlord shall use commercially reasonable efforts to minimize any disruption to Tenant's business operations. Except as otherwise provided in this Lease, Tenant hereby waives any claims for damages or for any injuries or inconvenience to or interference with Tenant's business, lost profits, any loss of occupancy or quiet enjoyment of the Premises, and any other loss occasioned thereby. For each of the above purposes, Landlord shall at all times have a key with which to unlock all the doors in the Premises, excluding Tenant's vaults, safes and special security areas designated in advance by Tenant. In an emergency, Landlord shall have the right to use any means that Landlord may deem proper to open the doors in and to the Premises; provided, however, that Landlord shall, subject to Sections 10.1 and 10.2 of this Lease and to the extent that such damage is not covered by insurance required to be carried by Tenant under this Lease or caused by any governmental agencies, repair any damage to the Premises caused by any such emergency entry into the Premises by Landlord. Notwithstanding anything to the contrary set forth in this Article 27, Tenant may designate certain areas of the Premises as "Secured Areas" should Tenant require such areas for the purpose of securing certain valuable property or confidential information. In connection with the foregoing, Landlord shall not enter such Secured Areas except in the event of an Emergency or in connection with alterations to the premises of another tenant of the Building subject to Landlord's compliance with the terms of this Article 27. Landlord shall not clean any area designated by Tenant as a Secured Area and shall only maintain or repair such secured areas to the extent (i) such repair or maintenance is required in order to maintain and repair the Building Structure and/or the Building Systems; (ii) as required by Applicable Laws, or (iii) in response to specific requests by Tenant and in accordance with a schedule reasonably designated by Tenant, subject to Landlord's reasonable approval. Any entry into the Premises by Landlord in the manner hereinbefore described shall not be deemed to be a forcible or unlawful entry into, or a detainer of, the Premises, or an actual or constructive eviction of Tenant from any portion of the Premises. ARTICLE 28TENANT PARKING AND TRANSPORTATION28.1Parking Passes. On a monthly basis throughout the Lease Term, commencing on the Lease Commencement Date, Tenant shall have the right, but not the obligation to rent from Landlord (i)Â the number of reserved parking passes set forth in SectionÂ 9 of the Summary (i.e., 5) ("Reserved Passes") and (ii)Â the number of additional unreserved, floating parking passes set forth in SectionÂ 9 of the Summary (i.e., 121) ("Floating Passes"), all of which parking passes shall pertain to the Project's parking -52-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.facilities (the "Parking Facilities"), but within the portion of the Parking Facilities designated for use by tenants of the Building (the "Tenant Parking Area"). As of the Lease Commencement Date, Tenant elects to rent two (2) Reserved Passes in the location set forth on Exhibit G attached hereto and made a part hereof. Notwithstanding the foregoing, from and after the Possession Date and through first five (5) full calendar months of the initial Lease Term (the "Free Floating Pass Period"), Tenant shall be provided its Floating Passes without charge. Tenant may change the number of Reserved Passes and Floating Passes rented from time to time upon not less than thirty (30) days prior written notice to Landlord, provided that in no event shall Tenant be entitled to rent more than the total amount of Reserved Passes or Floating Passes allotted to Tenant as set forth in this Article 28. Tenant shall pay to Landlord (or Landlord's parking operator or other designee) for all Reserved Passes rented by Tenant on a monthly basis at the rate of $225 per pass per month and for all Floating Passes rented by Tenant on a monthly basis at the rate of $150 per pass per month, which rate shall not increase by more than 3% annually on a cumulative and compounding basis within any twelve (12) month period. Tenant shall be responsible for the full amount of any taxes imposed by any governmental authority in connection with the renting of such parking passes by Tenant or the use of the Parking Facilities by Tenant. The parking passes rented by Tenant pursuant to this ArticleÂ 28 are provided to Tenant solely for use by Tenant's own personnel and such passes may not be transferred, assigned, subleased or otherwise alienated by Tenant without Landlord's prior approval, except for a proportionate number of passes relating to a Transfer of all or a portion of the Premises.28.2Use of Parking Facilities. Tenant's continued right to use the Parking Facilities is conditioned upon Tenant abiding by all commercially reasonable and non-discriminatory rules and regulations which are prescribed from time to time for the orderly operation and use of the Parking Facilities, including any sticker or other identification system reasonably established by Landlord, Tenant's cooperation in seeing that Tenant's employees and visitors comply with such rules and regulations and Tenant not being in default under this Lease. Landlord may delegate its responsibilities hereunder to a parking operator in which case such parking operator shall have all the rights of control attributed hereby to the Landlord.28.2.1Parking Programs. Landlord may, at any time, institute valet assisted parking, tandem parking stalls, "stack" parking, or other parking program within the Parking Facilities, the cost of which shall be included in Operating Expenses.28.2.2Validations. Tenant may validate visitor parking by such method or methods as the Landlord may reasonably establish, at the validation rate from time to time generally applicable to visitor parking. Throughout the Lease Term, Tenant shall be entitled to a twenty percent (20%) discount on validations purchased in blocks of $5,000 or more, but not more than four (4) times per year, to be by Tenant solely for individuals who visit Tenant at the Premises in the ordinary course of business.28.3Transportation Management. Tenant shall fully comply with all present or future governmentally mandated programs intended to manage parking, transportation or traffic in and around the Project. In addition, at no material out-of-pocket cost to Tenant, Tenant shall meet with Landlord to discuss collaborative methods and programs to encourage use by Tenant's employees and visitors of public transportation, alternative transportation and trip planning, and similar transportation programs.ARTICLE 29MISCELLANEOUS PROVISIONS29.1Terms; Captions. The words "Landlord" and "Tenant" as used herein shall include the plural as well as the singular. The necessary grammatical changes required to make the provisions hereof apply either to corporations or partnerships or individuals, men or women, as the case may require, shall in all cases be assumed as though in each case fully expressed. The captions of ArticlesÂ and SectionsÂ are for convenience only and shall not be deemed to limit, construe, affect or alter the meaning of such ArticlesÂ and Sections.29.2Binding Effect. Subject to all other provisions of this Lease, each of the TCCs of this Lease shall extend to and shall, as the case may require, bind or inure to the benefit not only of Landlord and of Tenant, but also of their respective heirs, personal representatives, successors or assigns, provided this clause shall not permit any assignment by Tenant contrary to the provisions of ArticleÂ 14 of this Lease.29.3No Air Rights. No rights to any view or to light or air over any property, whether belonging to Landlord or any other person, are granted to Tenant by this Lease. If at any time any windows of the Premises is temporarily darkened or the light or view therefrom is obstructed by reason of -53-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.any repairs, improvements, maintenance or cleaning in or about the Project, the same shall be without liability to Landlord and without any reduction or diminution of Tenant's obligations under this Lease.29.4Transfer of Landlord's Interest. Landlord has the right to transfer all or any portion of its interest in the Project or Building and in this Lease, and in the event of any such transfer (to the extent such obligations are assumed by the transferee), (i)Â Landlord shall automatically be released from all liability under this Lease not accrued as of the date of the transfer, and (ii)Â Tenant shall look solely to such transferee for the performance of Landlord's obligations hereunder after the date of transfer, (iii)Â such transferee shall be deemed to have fully assumed and be liable for all obligations of this Lease to be performed by Landlord, including the return of any Security Deposit, and (iv)Â Tenant shall attorn to such transferee. Landlord may also assign its interest in this Lease to a Mortgagee as additional security, but such an assignment shall not release Landlord from its obligations hereunder and Tenant shall continue to look to Landlord for the performance of its obligations hereunder.29.5Prohibition Against Recording or Publication. Neither this Lease, nor any memorandum, affidavit or other writing with respect thereto, shall be recorded or otherwise published by Tenant or by anyone acting through, under or on behalf of Tenant.29.6Relationship of Parties. Nothing contained in this Lease shall be deemed or construed by the parties hereto or by any third party to create the relationship of principal and agent, partnership, joint venture or any association between Landlord and Tenant.29.7Time of Essence. Time is of the essence with respect to the performance of every provision of this Lease in which time of performance is a factor. 29.8Partial Invalidity. If any term, provision or condition contained in this Lease shall, to any extent, be invalid or unenforceable, the remainder of this Lease, or the application of such term, provision or condition to persons or circumstances other than those with respect to which it is invalid or unenforceable, shall not be affected thereby, and each and every other term, provision and condition of this Lease shall be valid and enforceable to the fullest extent possible permitted by law.29.9No Warranty. In executing and delivering this Lease, Tenant has not relied on any representations, including, but not limited to, any representation as to the amount of any item included in Direct Expenses or the amount of Direct Expenses in the aggregate or that Landlord is furnishing the same services to other tenants, at all, on the same level or on the same basis, or any warranty or any statement of Landlord which is not set forth herein or in one or more of the exhibits attached hereto. 29.10Landlord Exculpation; Partner Liability. 29.10.1Landlord Exculpation. The liability of Landlord or the Landlord Parties to Tenant for any default by Landlord under this Lease or arising in connection herewith or with Landlord's operation, management, leasing, repair, renovation, alteration or any other matter relating to the Project or the Premises shall be limited solely and exclusively to an amount which is equal to the interest of Landlord in the Building and Project, together with any sales, condemnation or insurance proceeds received by Landlord or the Landlord Parties in connection with the Project, Building or Premises. Neither Landlord, nor any of the Landlord Parties shall have any personal liability therefor, and Tenant hereby expressly waives and releases such personal liability on behalf of itself and all persons claiming by, through or under Tenant. The limitations of liability contained in this SectionÂ 29.10 shall inure to the benefit of Landlord's and the Landlord Parties' present and future partners, beneficiaries, officers, directors, trustees, shareholders, agents and employees, and their respective partners, heirs, successors and assigns. Under no circumstances shall any present or future partner of Landlord (if Landlord is a partnership), or trustee or beneficiary (if Landlord or any partner of Landlord is a trust), have any liability for the performance of Landlord's obligations under this Lease.29.10.2Limitation on Liability of Partners of Tenant. Landlord does hereby acknowledge and agree that none of the past, present or future individual partners, members or shareholders, as the case may be, of the Tenant, or their beneficiaries, officers, directors, trustees, shareholders, agents and employees, and their respective partners, heirs, successors and assigns, shall be liable for any default by Tenant under this Lease or for the performance by Tenant of any of its obligations under this Lease. Landlord hereby agrees to look solely to the partnership, corporate or other assets of Tenant for the recovery of any damages arising out of Tenant's default of its obligations under this Lease or for the enforcement of the performance by Tenant of any of its obligations under this Lease.29.11Entire Agreement. It is understood and acknowledged that there are no oral agreements between the parties hereto affecting this Lease and this Lease constitutes the parties' entire agreement with respect to the leasing of the Premises and supersedes and cancels any and all previous negotiations, -54-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.arrangements, brochures, agreements and understandings, if any, between the parties hereto (including, without limitation, any confidentiality agreement, letter of intent, request for proposal, or similar agreement previously entered into between Landlord and Tenant in anticipation of this Lease) or displayed by Landlord to Tenant with respect to the subject matter thereof, and none thereof shall be used to interpret or construe this Lease. None of the TCCs of this Lease can be modified, deleted or added to except in writing signed by the parties hereto.29.12Right to Lease. Landlord reserves the absolute right to effect such other tenancies in the Project as Landlord in the exercise of its sole business judgment shall determine to best promote the interests of the Building or Project. Tenant does not rely on the fact, nor does Landlord represent, that any specific tenant or type or number of tenants shall, during the Lease Term, occupy any space in the Building or Project.29.13Force Majeure. Notwithstanding anything to the contrary contained in this Lease (but subject to the remaining TCCs of this SectionÂ 29.13), any prevention, delay or stoppage due to strikes, lockouts, labor disputes, acts of God, acts of war, terrorist acts, inability to obtain services, labor, or materials or reasonable substitutes therefor, governmental actions, governmental laws, regulations or restrictions, civil commotions, Casualty, actual or threatened public health emergency (including, without limitation, epidemic, pandemic, famine, disease, plague, quarantine, and other significant public health risk), governmental edicts, actions, declarations or quarantines by a governmental entity or health organization (including, without limitation, any shelter-in-place orders, stay at home orders or any restrictions on travel related thereto that preclude Tenant, its agents, contractors or its employees from accessing the Premises, national or regional emergency), breaches in cybersecurity, and other causes beyond the reasonable control of the party obligated to perform, regardless of whether such other causes are (i) foreseeable or unforeseeable or (ii) related to the specifically enumerated events in this paragraph (collectively, a "Force Majeure"), shall excuse the performance of such party for a period of time equal to any such prevention, delay or stoppage. If this Lease specifies a time period for performance of an obligation of either party, that time period shall be extended by the period of any delay in such party's performance caused by a Force Majeure. Notwithstanding the foregoing or anything to the contrary contained in this Lease, in no event shall Force Majeure: (a) excuse Tenant's obligations to pay Rent and other charges due pursuant to this Lease, or (b)Â entitle either party to terminate this Lease, except as allowed pursuant to Articles 11 and 13 of this Lease, or (c) excuse Tenant's obligations under Articles 5 and 24 of this Lease or SectionÂ 10.3 through 10.5 of this Lease, or (d)Â extend the time period for Tenant to vacate the Premises following expiration of the

Lease Term, or (e)Â excuse Tenant from paying for utilities whether to Landlord or a utility provider, or (f)Â permit Tenant to interfere with other tenants and occupants at the Project or create or cause a nuisance or disturbance at the Project, or (g) extend the occurrence of the Lease Commencement Date. Without limiting the generality of the foregoing, Tenant agrees and acknowledges that (1)Â events of Force Majeure may limit, interfere with, or prevent Tenant for using the Premises, and from entering the Premises, (2)Â such potential interference, limitation, and prevention is foreseeable, and (3)Â no such limitations, interference or prevention shall constitute frustration of purpose, impossibility of performance, or impracticality of performance with respect to this Lease. Tenant hereby waives any and all rights it might otherwise have pursuant to Section 1511 of the California Civil Code, and hereby agrees that this Section 29.13 is an express provision to the contrary. Tenant's agreement to the TCCs of this Section 29.13 is material consideration for Landlord's agreement to enter into this Lease.29.14Notices. All notices, demands, statements or communications (collectively, "Notices") given or required to be given by either party to the other hereunder shall be in writing, shall be (i) delivered by a nationally recognized overnight courier, or (ii) delivered personally. Any such Notice shall be delivered (a)Â to Tenant at the appropriate address set forth in SectionÂ 10 of the Summary, or to such other place as Tenant may from time to time designate in a Notice to Landlord; or (b)Â to Landlord at the addresses set forth in SectionÂ 11 of the Summary, or to such other firm or to such other place as Landlord may from time to time designate in a Notice to Tenant. Any Notice will be deemed given on the date of receipted delivery, of refusal to accept delivery, or when delivery is first attempted but cannot be made due to a change of address for which no Notice was given. If Tenant is notified of the identity and address of any Mortgagee, Tenant shall give to such Mortgagee written notice of any default by Landlord under the TCCs of this Lease by registered or certified mail, and such Mortgagee shall be given a reasonable opportunity to cure such default prior to Tenant's exercising any remedy available to Tenant. 29.15Joint and Several. If the "Tenant" under this Lease is comprised of more than one legal entity and/or persons, then the obligations imposed upon Tenant under this Lease shall be joint and several.29.16Authority. If Tenant is a corporation, trust, partnership, limited liability company or other legal entity, each individual executing this Lease on behalf of Tenant hereby represents and warrants that (i)Â Tenant is duly formed and in good standing in Tenant's state of organization, (ii)Â Tenant -55-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.is qualified to do business in California, (iii)Â Tenant has full right and authority to execute and deliver this Lease, and (iv)Â each person signing on behalf of Tenant is authorized to do so. Tenant shall, within ten (10) business days after Landlord's written request, deliver to Landlord satisfactory written evidence of the truth and accuracy of the foregoing representations and warranties.29.17Attorneys' Fees. In the event that either Landlord or Tenant should bring suit for the possession of the Premises, for the recovery of any sum due under this Lease, or because of the breach of any provision of this Lease or for any other relief against the other, then all costs and expenses, including reasonable attorneys' fees, incurred by the prevailing party therein shall be paid by the other party, which obligation on the part of the other party shall be deemed to have accrued on the date of the commencement of such action and shall be enforceable whether or not the action is prosecuted to judgment.29.18Governing Law; WAIVER OF TRIAL BY JURY. This Lease shall be construed and enforced in accordance with the laws of the State of California. IN ANY ACTION OR PROCEEDING ARISING HEREFROM, LANDLORD AND TENANT HEREBY CONSENT TO (I)Â THE JURISDICTION OF ANY COMPETENT COURT WITHIN THE STATE OF CALIFORNIA, (II)Â SERVICE OF PROCESS BY ANY MEANS AUTHORIZED BY CALIFORNIA LAW, AND (III)Â IN THE INTEREST OF SAVING TIME AND EXPENSE, TRIAL WITHOUT A JURY IN ANY ACTION, PROCEEDING OR COUNTERCLAIM BROUGHT BY EITHER OF THE PARTIES HERETO AGAINST THE OTHER OR THEIR SUCCESSORS IN RESPECT OF ANY MATTER ARISING OUT OF OR IN CONNECTION WITH THIS LEASE, THE RELATIONSHIP OF LANDLORD AND TENANT, TENANT'S USE OR OCCUPANCY OF THE PREMISES, AND/OR ANY CLAIM FOR INJURY OR DAMAGE, OR ANY EMERGENCY OR STATUTORY REMEDY. 29.19Submission of Lease. Submission of this instrument for examination or signature by Tenant does not constitute a reservation of, option for or option to lease, and it is not effective as a lease or otherwise until execution and delivery by both Landlord and Tenant.29.20Brokers. Landlord and Tenant hereby warrant to each other that they have had no dealings with any real estate broker or agent in connection with the negotiation of this Lease, excepting only the real estate brokers or agents specified in SectionÂ 12 of the Summary (the "Brokers"), and that they know of no other real estate broker or agent who is entitled to a commission in connection with this Lease. Each party shall indemnify and defend the other party against and hold the other party harmless from and against any and all Losses with respect to any leasing commission or equivalent compensation alleged to be owing on account of any dealings with any real estate broker or agent, other than the Brokers, occurring by, through, or under the indemnifying party. Landlord shall, and Tenant shall not, pay all fees due the Brokers pursuant to separate written agreements between Landlord and the Brokers (each, a "Written Agreement"). If Landlord does not make payment to the Brokers pursuant to the terms of the Written Agreements with respect to the Premises leased by Tenant pursuant to this Lease, Tenant may send a factually correct Notice to Landlord of such failure and if Landlord fails to pay the Brokers all required amounts within thirty (30) days following receipt of such Notice, Tenant may, at its option, make such payment and deduct such payment, together with interest at the Interest Rate, from the Rent next due and owing under this Lease from the date of such payment to the date of the deduction. Any amounts so paid by Tenant to the Brokers and offset from Rent shall no longer be owed from Landlord to the Brokers pursuant to the terms of the Written Agreements. The terms of this Section 29.20 shall survive the expiration or earlier termination of the Lease Term.29.21Independent Covenants. This Lease shall be construed as though the covenants herein between Landlord and Tenant are independent and not dependent and Tenant hereby expressly waives the benefit of any statute to the contrary and agrees that if Landlord fails to perform its obligations set forth herein, Tenant shall not, except as otherwise expressly provided in the Lease, be entitled to make any repairs or perform any acts hereunder at Landlord's expense or to any setoff of the Rent or other amounts owing hereunder against Landlord, except as expressly provided herein; provided, however, that the foregoing shall in no way impair the right of Tenant to commence a separate action against Landlord for any violation by Landlord of the provisions hereof so long as notice is first given to Landlord and any holder of a mortgage or deed of trust covering the Building, the Project, or any portion thereof, of whose address Tenant has theretofore been notified, and an opportunity is granted to Landlord and such holder to correct such violations as provided above.29.22Project or Building Name and Signage. Landlord shall have the right at any time to change the address or name of the Project or Building and to install, affix and maintain any and all signs on the exterior and on the interior of the Project or Building as Landlord may, in Landlord's sole discretion, desire. Tenant shall not use the name of the Project or Building, or the name or logo of Landlord (or any of its affiliates), or use pictures or depictions of the Project or Building, in advertising or other publicity (including, without limitation, any websites or social media accounts) or for any purpose, -56-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.without the prior written consent of Landlord. Notwithstanding the foregoing, Tenant may use the name of the Building and Project as an element of Tenant's address with respect to the business to be conducted by Tenant in the Premises.29.23Confidentiality; Press Releases. The content of this Lease and any related amendments, agreements and documents are confidential information. Landlord and Tenant shall keep such information strictly confidential and shall not disclose such confidential information to any person or entity other than (i)Â such party's and potential Transferee's respective financial, legal, space planning and construction consultants, and such party's parent, subsidiary or other affiliated companies, their partners, lenders, banks, auditors, underwriters, and attorneys and similar professionals, (ii)Â as may be required to enforce the provisions of this Lease, or (iii)Â as may be required to comply with Applicable Laws. In addition, notwithstanding the foregoing or anything to the contrary herein, Landlord and Tenant shall be entitled to (a)Â disclose information relating to this Lease to the extent necessary to comply with the disclosure or regulatory requirements of the S.E.C., IRS or similar entities (or any equivalent non-US agencies), or in connection with other S.E.C., IRS or other regulatory filings (or any equivalent non-US regulatory filings) customarily made by publicly traded REIT entities; (b)Â disclose information relating to this Lease on earnings calls and/or at investor meetings as customarily disclosed by publicly traded REIT entities, and/or public entities (including non-US public companies). Neither party shall issue press releases with respect to the fact that this Lease has been entered into without the prior written reasonable consent of the other party.29.24Modifications. During the Lease Term, Landlord may renovate, improve, alter, or modify (including temporary closures of the same) (collectively, the "Modifications") the Project, the Building and/or the Premises, including without limitation the Parking Facilities, Common Areas, and/or Base Building, which Modifications may include, without limitation, (i)Â installing sprinklers in the interior Common Areas and leased spaces, (ii)Â modifying the Common Areas and leased spaces to comply with Applicable Laws, including regulations relating to the physically disabled, seismic conditions, and building safety and security, (iii)Â installing new floor covering, lighting, and wall coverings in the interior Common Areas, and (iv) re-striping or reconfiguring the Parking Facilities; provided that, except as required by Applicable Laws, or in connection with an Emergency, Landlord shall not implement any Modifications that materially and adversely affect Tenant's use of the Premises for the Permitted Use, or materially and adversely affect Tenant's ingress to or egress from the Premises, Building and Tenant Parking Area. In connection with any Modifications, Landlord may, among other things, erect scaffolding or other necessary structures at the Building, limit or eliminate access to portions of the Project, including portions of the Common Areas, or perform work in the Building, which work may create noise, dust or leave debris in the Building; provided that, Landlord shall, except as required by Applicable Laws, or in connection with an Emergency, use commercially reasonable efforts to mitigate any material disruption to the conduct of Tenant's business from the Premises during the performance of any Modifications. Such Modifications and Landlord's actions in connection with such Modifications shall in no way constitute a constructive eviction of Tenant nor entitle Tenant to any abatement of Rent (except as specifically set forth in Section 19.5.2 of this Lease). Landlord shall have no responsibility or for any reason be liable to Tenant for any direct or indirect injury to or interference with Tenant's business arising from the Modifications, nor shall Tenant be entitled to any compensation or damages from Landlord for loss of the use of the whole or any part of the Premises or of Tenant's personal property or improvements resulting from the Modifications or Landlord's actions in connection with such Modifications, or for any inconvenience or annoyance occasioned by such Modifications or Landlord's actions. Landlord shall use commercially reasonable efforts to minimize any interference with Tenant's use of, and access to, the Premises, Common Areas and the Tenant Parking Area, in connection with any Renovations undertaken by Landlord.29.25No Violation. Landlord and Tenant each hereby warrant and represent to the other that neither its execution of nor performance under this Lease shall cause the subject party to be in violation of any agreement, instrument, contract, law, rule or regulation by which the subject party is bound, and each party shall protect, defend, indemnify and hold the other party harmless against any claims, demands, losses, damages, liabilities, costs and expenses, including, without limitation, reasonable attorneys' fees and costs, arising from a breach of this warranty and representation. 29.26Hazardous Materials. Tenant: (i)Â except for Permitted Chemicals (as defined below), shall not cause or suffer to occur, the release, discharge, escape or emission of any Hazardous Materials at, upon, under or within the Project; (ii)Â shall not engage in activities at the Project that could result in, give rise to, or lead to the imposition of liability upon Tenant or Landlord or the creation of a lien upon the Project; (iii)Â shall notify Landlord promptly following receipt of any knowledge with respect to any actual release, discharge, escape or emission (whether past or present) of any Hazardous Materials at, upon, under or within the Premises; and (iv)Â shall promptly forward to Landlord copies of all orders, notices, permits, applications and other communications and reports in connection with any release, -57-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.discharge, escape or emission of any Hazardous Materials at, upon, under or within the Premises or any contiguous or adjacent premises.29.26.1Definitions. "Hazardous Material(s)" shall mean any solid, liquid or gaseous substance or material that is described or characterized as a toxic or hazardous substance, waste, material, pollutant, contaminant or infectious waste, or any substance or material that in certain specified quantities would be injurious to the public health or welfare, or words of similar import, in any of the "Environmental Laws," as defined below, or any other words which are intended to define, list or classify substances by reason of deleterious properties such as ignitability, corrosivity, reactivity, carcinogenicity, toxicity or reproductive toxicity and includes, without limitation, asbestos, petroleum (including crude oil or any fraction thereof, natural gas, natural gas liquids, liquefied natural gas, or synthetic gas usable for fuel, or any mixture thereof), petroleum products, polychlorinated biphenyls, urea formaldehyde, radon gas, nuclear or radioactive matter, medical waste, soot, vapors, fumes, acids, alkalis, chemicals, microbial matters (such as molds, fungi or other bacterial matters), biological agents and chemicals which may cause adverse health effects, including but not limited to, cancers and /or toxicity. "Environmental Laws" shall mean any and all federal, state, local or quasi-governmental laws (whether under common law, statute or otherwise), ordinances, decrees, codes, rulings, awards, rules, regulations or guidance or policy documents now or hereafter enacted or promulgated and as amended from time to time, in any way relating to (i)Â the protection of the environment, the health and safety of persons (including employees), property or the public welfare from actual or potential release, discharge, escape or emission (whether past or present) of any Hazardous Materials or (ii)Â the manufacture, processing, distribution, use, treatment, storage, disposal, transport or handling of any Hazardous Materials.29.26.2Permitted Chemicals. Notwithstanding the foregoing, Tenant may use, store and properly dispose of commonly available household cleaners and chemicals, in reasonable quantities, to maintain the Premises and Tenant's routine office operations (such as printer toner and copier toner) (collectively, the "Permitted Chemicals"). Any or all of the Permitted Chemicals described in this paragraph may constitute Hazardous Materials. However, Tenant may use, store and dispose of same, provided that in doing so, all Permitted Chemicals are stored, properly packaged and labeled, disposed of and/or used in accordance with applicable Environmental Laws, and provided that Tenant fully complies with all Environmental Laws and all of the TCC's of this Article 29 and of Article 24 above. 29.26.3Tenant Hazardous Materials. With thirty (30) days following Tenant's receipt of a reasonable request from Landlord, Tenant shall deliver to Landlord a list of all Hazardous Materials other than Permitted Chemicals anticipated to be used by Tenant in the Premises and the quantities thereof and promptly complete, and return to Landlord, an "environmental questionnaire" using the form then-provided by Landlord. 29.26.4Indemnification. Tenant shall indemnify, defend, protect and hold harmless the Landlord Parties from and against any Losses resulting directly or indirectly from any use, presence, removal or disposal of any Hazardous Materials or breach of any provision of this section, to the extent such Losses are a result of actions caused or permitted by Tenant or any Tenant Parties.29.27LEED Certification. Landlord may, in Landlord's sole and absolute discretion, elect to apply to obtain or maintain a LEED certification for the Project (or portion thereof), or other applicable certification in connection with Landlord's sustainability practices for the Project (as such sustainability practices are to be determined by Landlord, in its sole and absolute discretion, from time to time). In the event that Landlord elects to pursue such an aforementioned certification, Tenant shall, at no material out-of-pocket cost to Tenant, promptly cooperate with the Landlord's efforts in connection therewith and provide Landlord with any documentation it may need in order to obtain or maintain the aforementioned certification (which cooperation may include, but shall not be limited to, Tenant complying with certain standards pertaining to the purchase of materials used in connection with any Alterations or improvements undertaken by the Tenant in the Project, the sharing of documentation pertaining to any Alterations or improvements undertaken by Tenant in the Project with Landlord, and the sharing of Tenant's billing information pertaining to trash removal and recycling related to Tenant's operations in the Project). In addition, Tenant shall meet with Landlord, upon reasonable request, to discuss collaborative efforts relating to sustainability measures at the Project, but without obligation to reach agreement on such measures.29.28Energy Disclosure Requirements.Â Tenant hereby acknowledges that Landlord may be required to disclose certain information concerning the energy performance of the Building pursuant to California Public Resources Code Section 25402.10 and the regulations adopted pursuant thereto (collectively the "Energy Disclosure Requirements").Â Tenant further acknowledges that pursuant to the Energy Disclosure Requirements, Landlord may be required in the future to disclose information concerning Tenant's energy usage to certain third parties, including, without limitation, prospective purchasers, lenders and tenants of the Building (the "Tenant Energy Use Disclosure").Â Tenant hereby -58-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.(A) consents to all such Tenant Energy Use Disclosures, and (B) acknowledges that Landlord shall not be required to notify Tenant of any Tenant Energy Use Disclosure.Â Further, Tenant hereby releases Landlord from any and all losses, costs, damages, expenses and liabilities relating to, arising out of and/or resulting from any Tenant Energy Use Disclosure.Â In connection with the foregoing, in the event that the Tenant is permitted to contract directly for the provision of electricity, gas and/or water services to the Premises with the third-party provider thereof (all in Landlord's sole and absolute discretion), Tenant shall promptly, but in no event more than ten (10) business days following its receipt of each and every invoice for such items from the applicable provider, provide Landlord with a copy of each such invoice. The terms of this paragraph shall survive the expiration or earlier termination of this Lease.29.29Green Cleaning/Recycling. To the extent a "green cleaning program" and/or a recycling program is implemented by Landlord in the Building and/or Project (each in Landlord's sole and absolute discretion), Tenant shall, at Tenant's sole cost and expense, comply with the provisions of each of the foregoing programs (e.g., Tenant shall separate waste appropriately so that it can be efficiently processed by Landlord's particular recycling contractors). To the

extent Tenant fails to comply with any of Landlord's recycling programs contemplated by the foregoing, Tenant shall be required to pay any contamination charges related to such non-compliance.29.30Patriot Act and Executive Order 13224. As an inducement to Landlord to enter into this Lease, Tenant hereby represents and warrants that: (i) Tenant is not, nor is it owned or controlled directly or indirectly by, any person, group, entity or nation named on any list issued by the Office of Foreign Assets Control of the United States Department of the Treasury ("OFAC") pursuant to Executive Order 13224 or any similar list or any law, order, rule or regulation or any Executive Order of the President of the United States as a terrorist, "Specially Designated National and Blocked Person" or other banned or blocked person (any such person, group, entity or nation being hereinafter referred to as a "Prohibited Person"); (ii) Tenant is not (nor is it owned or controlled, directly or indirectly, by any person, group, entity or nation which is) acting directly or indirectly for or on behalf of any Prohibited Person; and (iii) neither Tenant (nor any person, group, entity or nation which owns or controls Tenant, directly or indirectly) has conducted or will conduct business or has engaged or will engage in any transaction or dealing with any Prohibited Person, including without limitation any assignment of this Lease or any subletting of all or any portion of the Premises or the making or receiving of any contribution of funds, goods or services to or for the benefit of a Prohibited Person. In connection with the foregoing, it is expressly understood and agreed that (x) any breach by Tenant of the foregoing representations and warranties shall be deemed a default by Tenant under SectionÂ 19.1.4 of this Lease and shall be covered by the indemnity provisions of SectionÂ 10.1 above, and (y) the representations and warranties contained in this subsection shall be continuing in nature and shall survive the expiration or earlier termination of this Lease. 29.31Child Care and/or Health Club Facilities. Tenant acknowledges that any child care and/or health club facilities located at the Project (the "Child Care and/or Health Club Facilities") which are available to Tenant and Tenant's employees are provided by a third party (the "Child Care Provider and/or Health Club Operator") which is leasing or otherwise managing space at the Project, and not by Landlord. If Tenant or its employees choose to use the Child Care and/or Health Club Facilities, Tenant acknowledges that Tenant and Tenant's employees are not relying upon any investigation which Landlord may have conducted concerning the Child Care Provider and/or Health Club Operator or any warranties or representation with respect thereto, it being the sole responsibility of Tenant and the individual user of the Child Care and/or Health Club Facilities to conduct any and all investigations of the Child Care and/or Health Club Facilities prior to making use thereof. Accordingly, Landlord shall have no responsibility with respect to the quality, care or services provided by the Child Care and/or Health Club Facilities, or for any acts or omissions of the Child Care Provider and/or Health Club Operator. Furthermore, Tenant, for Tenant and for Tenant's employees, hereby agrees that Landlord and the Landlord Parties shall not be liable for, and are hereby released from any responsibility for any loss, cost, damage, expense or liability, either to person or property, arising from the use of the Child Care and/or Health Club Facilities by Tenant or Tenant's employees. Tenant hereby covenants that Tenant shall inform all of Tenant's employees of the provisions of this SectionÂ 29.35 prior to such employees' use of the Child Care and/or Health Club Facilities.29.32Survival of Provisions Upon Termination of Lease. Any term, covenant or condition of this Lease which requires the performance of obligations or forbearance of an act by either party hereto after the termination of this Lease shall survive such termination of this Lease. Such survival shall be to the extent reasonably necessary to fulfill the intent thereof, or if specified, to the extent of such specification, as same is reasonably necessary to perform the obligations and/or forbearance of an act set forth in such term, covenant or condition. Notwithstanding the foregoing in the event a specific term, covenant or condition is expressly provided for in such a clear fashion as to indicate that such performance of an obligation or forbearance of an act is no longer required, then the specific shall govern over this general provision of this Lease.-59-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.29.33Calendar Days. All references made in this Lease to the word "days," whether for notices, schedules or other miscellaneous time limits, shall at all times herein be deemed to mean calendar days, unless specifically references as "business" or "working" days. Business or working days shall mean the days Monday-Friday, excluding Holidays.29.34Good Faith. Except (i) for matters for which there is a standard of consent or discretion specifically set forth in this Lease; (ii) matters which could have an adverse effect on the Building Structure or the Building Systems, or which could affect the exterior appearance of the Building, or (iii) matters covered by Article 4 (Additional Rent), Article 10 (Insurance), or Article 19 (Defaults; Remedies) of this Lease (collectively, the "Excepted Matters"), any time the consent of Landlord or Tenant is required under this Lease, such consent shall not be unreasonably withheld or delayed, and, except with regard to the Excepted Matters, whenever this Lease grants Landlord or Tenant the right to take action, exercise discretion, establish Rules and Regulations or make an allocation or other determination, Landlord and Tenant shall act reasonably and in good faith.29.35Arbitration.29.35.1General Submittals to Arbitration. The submittal of all matters to arbitration in accordance with the terms and conditions of this Section 29.35 is the sole and exclusive method, means and procedure to resolve any and all claims, disputes or disagreements arising under this Lease, including, but not limited to any matter relating to Landlord's failure to approve an assignment, sublease or other transfer of Tenant's interest in the Lease under ArticleÂ 14 of this Lease, any other defaults by Landlord, or any Tenant default, except for (i)Â all claims by either party which seek anything other than enforcement of rights under this Lease, (ii) all claims by either party arising from the determination of Fair Market Rent, and (iii) claims relating to Landlord's exercise of any unlawful detainer rights pursuant to California law or rights or remedies used by Landlord to gain possession of the Premises or terminate Tenant's right of possession to the Premises, which disputes shall be resolved by suit filed in the Superior Court of Los Angeles County, California, the decision of which court shall be subject to appeal pursuant to Applicable Law. The parties hereby irrevocably waive any and all rights to the contrary and shall at all times conduct themselves in strict, full, complete and timely accordance with the terms and conditions of this SectionÂ 29.35 and all attempts to circumvent the terms and conditions of this Section 29.35 shall be absolutely null and void and of no force or effect whatsoever. As to any matter submitted to arbitration (except with respect to the payment of money) to determine whether a matter would, with the passage of time, constitute a default, such passage of time shall not commence to run until any such affirmative arbitrated determination, as long as it is simultaneously determined in such arbitration that the challenge of such matter as a potential Tenant default or Landlord default was made in good faith. As to any matter submitted to arbitration with respect to the payment of money, to determine whether a matter would, with the passage of time, constitute a default, such passage of time shall not commence to run in the event that the party which is obligated to make the payment promptly does in fact make the payment to the other party. Such payment can be made "under protest," which shall occur when such payment is accompanied by a good faith notice stating the reasons that the party has elected to make a payment under protest. Such protest will be deemed waived unless the subject matter identified in the protest is submitted to arbitration as set forth in this Section 29.35.29.35.2Arbitrator. Any dispute to be arbitrated pursuant to the provisions of this Section 29.35 shall be determined by binding arbitration pursuant to the applicable American Arbitration Association ("AAA") rules then in effect, on a non-administered basis. Such arbitration shall be initiated by the parties, or either of them, within ten (10) days after either party sends Notice (the "Arbitration Notice") of a demand to arbitrate to the other party and to AAA. The Arbitration Notice shall contain a reasonably-detailed description of the subject matter of the arbitration, the dispute with respect thereto, the amount involved, if any, and the relief or determination sought (including a good faith estimate of the amount in controversy). The parties may agree on a retired judge from the AAA panel (or otherwise). If they are unable to promptly agree, and the amount in controversy is greater than $250,000, the AAA will be asked to provide a list of six retired judges of the Los Angeles Superior Court, California Court of Appeals (Second District) and/or United States District Court for the Central District of California. Prior to providing such list, AAA shall be asked to determine that such retired judges are available, conflict-free and willing to serve as the Arbitrator. Upon receipt of such list, each party may strike three of the retired judges, and then shall rank the remaining three judges in order of preference from one to three (one being highest preference). The parties shall then simultaneously exchange their respective lists. If only one retired judge appears on both lists, that retired judge will serve as the Arbitrator. If more than one retired judge appears on both lists, then the retired judge with the lowest combined score (highest combined preference) will serve as the Arbitrator. If more than one retired judge appears on both lists and each has the same combined score, or if no retired judge appears on both lists, then AAA shall be asked to make a random selection from a combined list of the remaining six retired judges. If the amount in controversy is $250,000 or less, then the AAA shall be asked to provide a list of three retired judges, -60-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.and each party may strike one retired judge, and the remaining judge (or if there are two, the one randomly selected by AAA) shall serve as the Arbitrator.29.35.3Arbitration Procedure.29.35.3.1Pre-Decision Actions. The Arbitrator shall schedule a pre-hearing conference to resolve procedural matters, arrange for the exchange of information, obtain stipulations, and narrow the issues. The parties will submit proposed discovery schedules to the Arbitrator at the pre-hearing conference. The scope and duration of discovery will be within the sole discretion of the Arbitrator. The Arbitrator shall have the discretion to order a pre-hearing exchange of information by the parties, including, without limitation, production of requested documents, exchange of summaries of testimony of proposed witnesses, and examination by deposition of parties and third-party witnesses. This discretion shall be exercised in favor of discovery reasonable under the circumstances.29.35.3.2The Decision. The arbitration shall be conducted in Los Angeles, California. Any party may be represented by counsel or other authorized representative. In rendering a decision(s), the Arbitrator shall determine the rights and obligations of the parties according to the substantive and procedural laws of the State of California and the terms and conditions of this Lease. The Arbitrator's decision shall be based on the evidence introduced at the hearing, including all logical and reasonable inferences therefrom. The Arbitrator may make any determination, and/or grant any remedy or relief (an "Arbitration Award") that is just and equitable. The decision must be based on, and accompanied by, a written statement of decision explaining the factual and legal basis for the decision as to each of the principal controverted issues. The decision shall be conclusive and binding, and it may thereafter be confirmed as a judgment by the Superior Court of the State of California, subject only to challenge on the grounds set forth in the California Code of Civil Procedure Section 1286.2. The validity and enforceability of the Arbitrator's decision is to be determined exclusively by the California courts pursuant to the terms and conditions of this Lease. The Arbitrator shall award costs, including without limitation attorneys' fees, and expert and witness costs, to the prevailing party as defined in California Code of Civil Procedure SectionÂ 1032 ("Prevailing Party"), if any, as determined by the Arbitrator in his discretion. The Arbitrator's fees and costs shall be paid by the non-prevailing party as determined by the Arbitrator in his discretion. 29.36Intentionally Omitted.29.37Counterparts; Electronic Signatures. This Lease may be executed in counterparts with the same effect as of both parties hereto had executed the same document. Landlord and Tenant agree that (i) this Lease may be signed electronically, (ii) any electronic signatures on this Lease shall have the same validity, enforceability, and admissibility as handwritten signatures, and (iii) the electronic record of this signed Lease shall be legally binding to the same extent as a paper copy bearing handwritten signatures.29.38Child Care and/or Health Club Facilities. Tenant acknowledges that any child care and/or health club facilities located at the Project (the "Child Care and/or Health Club Facilities") which are available to Tenant and Tenant's employees are provided by a third party (the "Child Care Provider and/or Health Club Operator") which is leasing or otherwise managing space at the Project, and not by Landlord. If Tenant or its employees choose to use the Child Care and/or Health Club Facilities, Tenant acknowledges that Tenant and Tenant's employees are not relying upon any investigation which Landlord may have conducted concerning the Child Care Provider and/or Health Club Operator or any warranties or representation with respect thereto, it being the sole responsibility of Tenant and the individual user of the Child Care and/or Health Club Facilities to conduct any and all investigations of the Child Care and/or Health Club Facilities prior to making use thereof. Accordingly, Landlord shall have no responsibility with respect to the quality, care or services provided by the Child Care and/or Health Club Facilities, or for any acts or omissions of the Child Care Provider and/or Health Club Operator. Furthermore, Tenant, for Tenant and for Tenant's employees, hereby agrees that Landlord and the Landlord Parties shall not be liable for, and are hereby released from any responsibility for any loss, cost, damage, expense or liability, either to person or property, arising from the use of the Child Care and/or Health Club Facilities by Tenant or Tenant's employees. Tenant hereby covenants that Tenant shall inform all of Tenant's employees of the provisions of this SectionÂ 29.38 prior to such employees' use of the Child Care and/or Health Club Facilities.29.39Asbestos Disclosure. Landlord has advised Tenant that there is asbestos-containing material ("ACM") in the Building.Â Attached hereto as ExhibitÂ J is a disclosure statement regarding ACM in the Building.Â Tenant acknowledges that such notice complies with the requirements of SectionÂ 25915 et. seq. and SectionÂ 25359.7 of the California Health and Safety Code.[SIGNATURES APPEAR ON FOLLOWING PAGE(S)]-61-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.IN WITNESS WHEREOF, Landlord and Tenant have caused this Lease to be executed as of the Effective Date set forth in Section 1 of the Summary."LANDLORD":SMBP LLC,a Delaware limited liability companyBy:Â Â Â Â SMBP REIT LLC, a Delaware limited liability company,its sole member and managerBy:Â Â Â Â BPLP SMBP GP LLC,a Delaware limited liability company,its managerBy:Â Â Â Â BOSTON PROPERTIES LIMITED PARTNERSHIP,a Delaware limited partnership,its sole memberBy:Â Â Â Â BXP, INC.a Delaware corporation,its general partnerBy: /s/ Rod DiehlÂ Â Â Â Â Â Â Â Â Name: Rod DiehlÂ Â Â Â Â Â Â Â Title: EVP, West Coast RegionsÂ Â Â Â Â Â Â Â 10/15/2024"TENANT"*:ZIPRECRUITER, INC., a Delaware corporation By:Â Â Â Â /s/ Amy GarefisÂ Â Â Â Name:Â Â Â Â Amy GarefisÂ Â Â Title:Â Â Â Â Chief People OfficerÂ Â Â Â 10/15/2024* The individual(s) signing this Lease on behalf of Tenant expressly acknowledge and hereby certify the accuracy of the representations and warranties set forth in Section 29.16 of this Lease.-62-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.EXHIBIT BTENANT WORK LETTER(Turnkey Construction)This Tenant Work Letter shall set forth the terms and conditions relating to the construction of the Tenant Improvements. In addition to the Tenant Improvements, Landlord shall, at Landlord's sole cost and expense, using Building standard methods, materials, and finishes: (i) renovate the restrooms in the Building lobby so that such restrooms are generally consistent in style and finish with the restrooms located within the Project on the first (1st) floor of the building addressed at 2800 28th street Santa Monica, California, 90405 and (ii) renovate the Building lobby as generally depicted on ScheduleÂ 2 attached hereto or with materially comparable quality finishes (collectively the "Renovation Work"). Landlord shall use commercially reasonable efforts to complete the Renovation Work on or before the Possession Date. SECTION 1SPACE PLAN; APPROVED WORKING DRAWINGSLandlord and Tenant have approved the space plan for the Premises prepared by RSP Architects dated June 24, 2024, a copy of which is attached hereto as Schedule 1 (the "Space Plan"). Within five (5) days of the date Tenant executes this Lease, Tenant shall reasonably cooperate in good faith with Landlord's architects and engineers to supply such information necessary to allow the Landlord's architects and engineers to complete the architectural and engineering drawings for the Premises, and the final architectural working drawings in a form which is complete to allow subcontractors to bid on the work and to obtain all applicable permits and in a manner consistent with, and which are a logical extension of, the Space Plan (collectively, the "Approved Working Drawings"), which Approved Working Drawings shall include the Turnkey Scope of Work set forth on Schedule 1. Landlord shall construct the improvements in the Premises (the "Tenant Improvements") pursuant to the Approved Working Drawings. Except as otherwise set forth on the Space Plan or Turnkey Scope of Work, all such Tenant Improvements shall be completed to Landlord's "Building standard" condition in "Building standard" finishes to be designated by Tenant, subject to availability, within three (3) business days following demand by Landlord. For the purpose of this Tenant Work Letter, "Building standard" shall mean general consistency in style and finish with the space located within the Project on the first (1st) floor of the building addressed at 2800 28th street Santa Monica, California, 90405 and commonly referred to as Suite 125, as generally depicted on ScheduleÂ 3 attached hereto. Tenant shall make no changes or modifications to (i) the Space Plan or (ii) once completed, the Approved Working Drawings, without the prior written consent of Landlord, which consent may be withheld in Landlord's sole discretion if such change or modification would directly or indirectly delay the "Substantial Completion of the Tenant Improvements," as that term is defined in Section 4.1 of this Tenant Work Letter, of the Premises or increase the cost of designing or constructing the Tenant Improvements.SECTION 2TENANT CHANGESIn the event that after Tenant's execution of this Lease, any revisions, changes, or substitutions requested in writing by Tenant shall be made to (i) the Space Plan, (ii) the Approved Working Drawings (once the same are completed), or if Tenant requests finishes that are not "Building standard," then any additional out-of-pocket costs caused by such revisions, changes or substitutions shall be paid by Tenant to Landlord immediately upon Landlord's request.SECTION 3CONTRACTOR'S WARRANTIES AND GUARANTIESLandlord shall require the contractor who constructs the Tenant Improvements (the "Contractor") to provide a standard one year warranty with respect to defects in materials and workmanship and shall enforce all warranties and guaranties against Contractor relating to the Tenant Improvements if requested by Tenant.SECTION 4COMPLETION OF THE TENANT IMPROVEMENTS;LEASE COMMENCEMENT DATE4.1Â Â Â Â Substantial Completion of the Tenant Improvements. For purposes of this Lease, "Substantial Completion of the Tenant Improvements" shall occur upon the completion of construction of the Tenant Improvements pursuant to the Approved Working Drawings, with the exception of any punch list EXHIBIT B-1-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.items and any tenant fixtures, work-

stations, built-in furniture, or equipment to be installed by Tenant or under the supervision of Contractor and receipt of a certificate of occupancy (or its legal equivalent allowed legal use of the Premises). The parties shall perform a walk-through of the Tenant Improvements within ten (10) business days after the Possession Date and reasonably agree on the schedule of punch-list items. Landlord shall, at Landlord's sole cost, cause all such punch list items to be diligently completed and Landlord shall use commercially reasonable efforts to cause all such punch list items to be diligently completed within sixty (60) days following the Substantial Completion of the Tenant Improvements.4.2Â Â Â Â Delay of the Substantial Completion of the Tenant Improvements. Except as provided in this Section 4.2, the Lease Commencement Date shall occur as set forth in the Lease. If there shall be a delay or there are delays in the Substantial Completion of the Tenant Improvements or in the occurrence of any of the other conditions precedent to the Commencement Date, as set forth in of the Lease, as a direct, indirect, partial, or total result of any Tenant Delay, then, notwithstanding anything to the contrary set forth in the Lease or this Tenant Work Letter and regardless of the actual date of the Substantial Completion of the Tenant Improvements, the Possession Date shall be deemed to be the date the Possession Date would have occurred if no Tenant delay or delays, as set forth below, had occurred. A "Tenant Delay" shall mean the occurrence of any of the following:4.2.1Â Â Â Â Tenant's failure to timely approve any matter requiring Tenant's approval;4.2.2Â Â Â Â A breach by Tenant of the terms of this Tenant Work Letter or the Lease;4.2.3Â Â Â Â Tenant's request for changes in the Approved Working Drawings;4.2.4Â Â Â Â Tenant's requirement for non-standard materials, components, finishes or improvements which are not available in a commercially reasonable time given the anticipated date of Substantial Completion of the Tenant Improvements, as set forth in the Lease, or which are different from, or not included in, Landlord's standard improvement package items for the Building; or4.2.5Â Â Â Â Any other unreasonable acts or omissions of Tenant, or its agents, or employees;If Landlord contends that a Tenant Delay has occurred, Landlord shall notify Tenant in writing (the "Delay Notice") of (i) the event which constitutes such Tenant Delay and (ii) the date upon which such Tenant Delay is anticipated to end (if known by Landlord). If such actions, inaction or circumstance described in the Delay Notice are not cured by Tenant within one (1) business day of Tenantâ€™s receipt of the Delay Notice and if such action, inaction or circumstance otherwise qualify as a Tenant Delay, then a Tenant Delay shall be deemed to have occurred commencing as of the date of Tenantâ€™s receipt of the Delay Notice and ending as of the date such delay ends.SECTION 5MISCELLANEOUS5.1Â Â Â Â Intentionally omitted.5.2Â Â Â Â Freight Elevators. Landlord shall, consistent with its obligations to other tenants of the Building, make the freight elevator reasonably available to Tenant in connection with initial decorating, furnishing and moving into the Premises.5.3Â Â Â Â Tenant's Representative. Tenant has designated Jill Ashley as its sole representative with respect to the matters set forth in this Tenant Work Letter, who, until further notice to Landlord, shall have full authority and responsibility to act on behalf of the Tenant as required in this Tenant Work Letter.5.4Â Â Â Â Landlord's Representative. Landlord has designated Melissa Cohen as its sole representative with respect to the matters set forth in this Tenant Work Letter, who, until further notice to Tenant, shall have full authority and responsibility to act on behalf of the Landlord as required in this Tenant Work Letter.5.5Â Â Â Â Tenant's Agents. All contractors, subcontractors, laborers, materialmen, and suppliers shall be union labor in compliance with the then existing master labor agreements.5.6Â Â Â Â Time of the Essence in This Tenant Work Letter. Unless otherwise indicated, all references herein to a "number of days" shall mean and refer to calendar days. In all instances where Tenant is required to approve or deliver an item, if no written notice of approval is given or the item is not delivered within the stated time period, at Landlord's sole option, at the end of such period the item shall automatically be deemed approved or delivered by Tenant and the next succeeding time period shall commence.5.7Â Â Â Â Relocation Allowance. Within thirty (30) days following the expiration of the Base Rent Abatement Period, Landlord shall provide Tenant with an allowance in the amount set forth in Section 13 of the Summary (the "Relocation Allowance"), to be used by Tenant either for reimbursement of costs incurred EXHIBIT B-2-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.by Tenant in connection with moving expenses, furniture, equipment, telephone or data cabling or wiring or other similar expenses, to be reimbursed by Landlord within thirty (30) days following receipt of an invoice and reasonable documentation of such costs. Notwithstanding the foregoing, Tenant shall not be entitled to receive the Relocation Allowance unless Tenant is in occupancy of the Premises for the conduct of its business and is not then in default of the Lease or this Tenant Work Letter beyond any applicable notice and cure period. If Tenant fails to request the Relocation Allowance within 30 days following the expiration of the Base Rent Abatement Period and Tenant is then conducting business in the Premises, the Relocation Allowance shall be automatically converted to a credit against Base Rent to be applied in Tenant's favor by Landlord towards the Base Rent first payable under this Lease following the Base Rent Abatement Period. 5.8Â Â Â Â Architectural Allowance. Within thirty (30) days following the Lease Commencement Date and upon the presentation to Landlord of reasonably detailed supporting invoices detailing such expenditures, Landlord shall provide Tenant with a reimbursement of Tenant's architectural costs, in the amount set forth in Section 14 of the Summary (the "Architectural Allowance"), to be used by Tenant for reimbursement of costs incurred by Tenant in connection with paying Tenant's architects to prepare the Space Plan (exclusive of travel costs). Notwithstanding the foregoing, Tenant shall not be entitled to receive the Architectural Allowance unless Tenant is in occupancy of the Premises for the conduct of its business and is not then in default of the Lease or this Tenant Work Letter. In no event may Tenant utilize any portion of the Architectural Allowance following the date which is thirty (30) days after the Lease Commencement Date.5.9Â Â Â Â Offset Rights. To the extent that Landlord fails to pay the Relocation Allowance or Architectural Allowance due to Tenant in accordance with the terms hereof, and such amounts remain unpaid for thirty (30) days after notice form Tenant, then without limiting Tenant's other remedies under the Lease, Tenant may, after Landlord's failure to pay such amounts within five (5) business days after Tenant's delivery of a second notice from Tenant delivered after the expiration of such 30-day period, pay same and deduct the amount thereof from the Rent next due and owning under the Lease, including interest at the Interest Rate from the due date until the date of the Rent offset. Notwithstanding the foregoing, if during either the 30-day or 5-day period set forth above, Landlord (i) delivers notice to Tenant that it disputes any portion of the amounts claimed to be due (the "Allowance Dispute Notice"), and (ii) pays any amounts not in dispute, Tenant shall have no right to offset any amounts against rent, but may institute arbitration proceedings pursuant to the terms of Section 29.30 of the Lease to recover such amounts from Landlord. Notwithstanding of the foregoing, in the event Tenant institutes arbitration proceedings as provided herein and the determination of the Arbitrator is in favor of Tenant, Tenant shall be entitled, automatically, to offset the amount of such award against the Base Rent next coming due under the Lease, including interest at the Interest Rate from the due date until the date of the Rent offset. 5.10Â Â Â Â No Miscellaneous Charges. Following the Possession Date until the day preceding the Lease Commencement Date, Landlord shall not charge for (i) use of the rear loading area at the Building by Tenant, the Contractor, Tenant's movers, furniture installation personnel, architects, designers, contractors and subcontractors, (ii) HVAC during normal business hours, electricity, restrooms, water and elevators and (iii) parking in the Parking Facility for Tenant's Contractor, Tenant's movers, furniture installation personnel, architects, designers, contractors and subcontractors. There may be an after-hours usage charge to reimburse Landlord for its incremental Actual Costs with respect to the use of the Building's freight elevator during hours other than the construction hours, but only to the extent that such use requires Landlord to engage elevator operations or security personnel. EXHIBIT B-3-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.EXHIBIT CNOTICE OF LEASE TERM DATESSANTA MONICA BUSINESS PARKVia E-Mail:Date:Â Â Â Â _____Email: _____Re:Â Â Â Â Office Lease dated _____by and between SMBP LLC, a Delaware limited liability company (as "Landlord"), and ZIPRECRUITER, INC., a Delaware corporation (as "Tenant"), (the "Lease").Ladies and GentlemenÂ Â Â Â This notice is being sent to you pursuant to Section 2.1 of the above-captioned Lease. The Lease Term commenced on [COMMENCEMENT DATE], being the "Lease Commencement Date" under the Lease and shall end and expire on [EXPIRATION DATE], being the "Lease Expiration Date" under the Lease, unless sooner terminated or extended, as provided for in the Lease.Best regards,EXHIBIT C-1-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd."LANDLORD":SMBP LLC,a Delaware limited liability companyBy:Â Â Â Â SMBP REIT LLC, a Delaware limited liability company,its sole member and managerBy:Â Â Â Â BPLP SMBP GP LLC,a Delaware limited liability company,its managerBy:Â Â Â Â BOSTON PROPERTIES LIMITED PARTNERSHIP,a Delaware limited partnership,its sole memberBy:Â Â Â Â BXP, INC.a Delaware corporation,its general partnerBy:Â Â Â Â Â Â Â Â Name:Â Â Â Â Â Â Â Â Title:Â Â Â Â Â Â Â Â "TENANT":ZIPRECRUITER, INC., a Delaware corporation By:Â Â Â Â Â Â Â Â Name:Â Â Â Â Â Â Â Â Title:Â Â Â Â Â Â Â Â EXHIBIT C-2-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.EXHIBIT DRULES AND REGULATIONSTenant shall faithfully observe and comply with the following Rules and Regulations. Landlord shall not be responsible to Tenant for the nonperformance of any of said Rules and Regulations by or otherwise with respect to the acts or omissions of any other tenants or occupants of the Project except as otherwise provided in the Lease. In the event of any conflict between the Rules and Regulations and the other provisions of this Lease, the latter shall control.Tenant shall not alter any lock or install any new or additional locks or bolts on any doors or windows of the Premises without obtaining Landlord's prior written consent, which shall not be unreasonably withheld. Tenant shall bear the cost of any lock changes or repairs required by Tenant. Two keys will be furnished by Landlord for the Premises, and any additional keys required by Tenant must be obtained from Landlord at a reasonable cost to be established by Landlord. Upon the termination of this Lease, Tenant shall restore to Landlord all keys in Tenantâ€™s possession.All doors opening to public corridors shall be kept closed at all times except for normal ingress and egress to the Premises.Subject to the terms of this Lease, Landlord reserves the right to close and keep locked all entrance and exit doors of the Building during such hours as are customary for Comparable Buildings. Tenant, its employees and agents must be sure that the doors to the Building are securely closed and locked when leaving the Premises if it is after the normal hours of business for the Building. Any tenant, its employees, agents or any other persons entering or leaving the Building at any time when it is so locked, or any time when it is considered to be after normal business hours for the Building, may be required to sign the Building register. Access to the Building may be refused unless the person seeking access has proper identification or has a previously arranged pass for access to the Building. Landlord will furnish passes to persons for whom Tenant requests same in writing. Tenant shall be responsible for all persons for whom Tenant requests passes and shall be liable to Landlord for all acts of such persons. The Landlord and his agents shall in no case be liable for damages for any error with regard to the admission to or exclusion from the Building of any person. In case of invasion, mob, riot, public excitement, or other commotion, Landlord reserves the right to prevent access to the Building or the Project during the continuance thereof by any means it deems appropriate for the safety and protection of life and property.No bulk furniture, freight or equipment of any kind shall be brought into the Building without prior notice to Landlord. All moving activity into or out of the Building shall be scheduled with Landlord and done only at such time and in such manner as Landlord reasonably designates. Landlord shall have the right to prescribe the weight, size and position of all safes and other heavy property brought into the Building and also the times and manner of moving the same in and out of the Building to the extent reasonably necessary to avoid damage to the Building or Project. Safes and other heavy objects shall, if considered necessary by Landlord to the extent reasonably necessary to avoid damage to the Building or Project, stand on supports of such thickness as is necessary to properly distribute the weight. Landlord will not be responsible for loss of or damage to any such safe or property in any case. Any damage to any part of the Building, its contents, occupants or visitors by moving or maintaining any such safe or other property shall be the sole responsibility and expense of Tenant, except to the extent covered by any insurance required to be maintained by Landlord under this Lease.No furniture, packages, supplies, equipment or merchandise will be received in the Building or carried up or down in the elevators, except between such hours, in such specific elevator as shall be reasonably designated by Landlord.The requirements of Tenant will be attended to only upon application at the management office for the Project or at such office location designated by Landlord. Employees of Landlord shall not perform any work or do anything outside their regular duties unless under special instructions from Landlord.Subject to the terms of this Lease, no sign, advertisement, notice or handbill shall be exhibited, distributed, painted or affixed by Tenant on any part of the Premises or the Building without the prior written consent of the Landlord. Tenant shall not disturb, solicit, peddle, or canvass any occupant of the Project and shall cooperate with Landlord and its agents of Landlord to prevent same.The toilet rooms, urinals, wash bowls and other apparatus shall not be used for any purpose other than that for which they were constructed, and no foreign substance of any kind whatsoever shall be thrown therein. The expense of any breakage, stoppage or damage resulting from the violation of this rule shall be borne by the tenant who, or whose servants, employees, agents, visitors or licensees shall have caused same.EXHIBIT D-1-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.Tenant shall not overload the floor of the Premises. Tenant shall not purchase spring water, ice, towel, linen, maintenance or other like services from any person or persons not reasonably approved by Landlord.Except for vending machines intended for the sole use of Tenant's employees and invitees, no vending machine or machines other than fractional horsepower office machines shall be installed, maintained or operated upon the Premises without the written consent of Landlord.Tenant shall not use or keep in or on the Premises, the Building, or the Project any kerosene, gasoline, explosive material, corrosive material, material capable of emitting toxic fumes, or other inflammable or combustible fluid chemical, substitute or material (provided that Landlord acknowledges that Tenant will maintain general office products in the Premises in customary office quantities which are incidental to the operation of its offices, such as photocopy supplies, secretarial supplies and limited janitorial supplies, which products contain chemicals which are categorized as hazardous materials, and that the use of such products in the Premises in compliance with applicable Laws, the terms hereof and in the manner in which such products are designed to be used shall not be a violation by Tenant of this Rule 11).Except as otherwise expressly set forth in this Lease, Tenant shall not without the prior written consent of Landlord use any method of heating or air conditioning other than that supplied by Landlord.Tenant shall not use, keep or permit to be used or kept, any foul or noxious gas or substance in or on the Premises, or permit or allow the Premises to be occupied or used in a manner offensive or objectionable to Landlord or other occupants of the Project by reason of noise, odors, or vibrations, or interfere with other tenants or those having business therein, whether by the use of any musical instrument, radio, phonograph, or in any other way. Tenant shall not throw anything out of doors, windows or skylights or down passageways.Tenant shall not bring into or keep within the Project, the Building or the Premises any animals (except for service dogs required to be permitted pursuant to applicable Laws), birds, aquariums, or, except in areas designated by Landlord, bicycles or other vehicles (other than automobiles in the parking areas).No cooking shall be done or permitted on the Premises, nor shall the Premises be used for the storage of merchandise, for lodging or for any unlawful purposes. Notwithstanding the foregoing, Underwriters' laboratory-approved equipment and microwave ovens may be used in the Premises for heating food and brewing coffee, tea, hot chocolate and similar beverages for employees and visitors, provided that such use is in accordance with all applicable Laws.The Premises shall not be used for manufacturing or for the storage of merchandise except as such storage may be incidental to the use of the Premises provided for in the Summary. Tenant shall not occupy or permit any portion of the Premises to be occupied as an office for a messenger-type operation or dispatch office, public stenographer or typist, or for the manufacture or sale of liquor, narcotics, or tobacco in any form, or as a medical office, or as a barber or manicure shop, or as an employment bureau without the express prior written consent of Landlord. Tenant shall not engage or pay any employees on the Premises except those actually working for such tenant on the Premises nor advertise for laborers giving an address at the Premises.Landlord reserves the right to exclude or expel from the Project any person who, in the judgment of Landlord, is intoxicated or under the influence of liquor or drugs, or who shall in any manner do any act in violation of any of these Rules and Regulations.Tenant, its employees and agents shall not loiter in any Common Areas for the purpose of smoking tobacco products or for any other purpose, nor in any way obstruct such areas, and shall use them only as a means of ingress and egress for the Premises. "Smoking", as used herein, shall be deemed to include the use of e-cigarettes, smokeless cigarettes and other similar products. All rules and regulations set forth in this Exhibit D applicable to smoking also apply to the use of e-cigarettes, smokeless cigarettes and other similar products.Tenant shall not waste electricity, water or air conditioning and agrees to reasonably cooperate with Landlord to ensure the most effective operation of the Building's heating and air conditioning system, and shall refrain from attempting to adjust any controls.Tenant shall store all its trash and garbage within the interior of the Premises. No material shall be placed in the trash boxes or receptacles if such material is of such nature that it may not be disposed of in the ordinary and customary manner of removing and disposing of trash and garbage in El Segundo, California without violation of any Laws governing such disposal. All trash, garbage and refuse disposal shall be made only through entry-ways and elevators provided for such purposes at such times as Landlord shall designate.Tenant shall comply with all safety, fire protection and evacuation procedures and regulations established by Landlord or any governmental agency.EXHIBIT D-2-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.Any persons employed by Tenant to do janitorial work shall be subject to the prior written approval of Landlord, not to be unreasonably withheld, and while in the Building and outside of the Premises, shall be subject to and under the control and direction of the Building manager

(but not as an agent or servant of such manager or of Landlord), and Tenant shall be responsible for all acts of such persons.No awnings or other projection shall be attached to the outside walls of the Building without the prior written consent of Landlord. All electrical ceiling fixtures hung in the Premises or spaces along the perimeter of the Building must be fluorescent and/or of a quality, type, design and a warm white bulb color approved in advance in writing by Landlord. Neither the interior nor exterior of any windows shall be coated or otherwise sunscreened without the prior written consent of Landlord.The sashes, sash doors, skylights, windows, and doors that reflect or admit light and air into the halls, passageways or other public places in the Building shall not be covered or obstructed by Tenant, nor shall any bottles, parcels or other articles be placed on the windowsills.Tenant must comply with requests by the Landlord concerning the informing of their employees of items of importance to the Landlord.Tenant must comply with all applicable "NO-SMOKING" or similar ordinances. If Tenant is required under the ordinance to adopt a written smoking policy, a copy of said policy shall be on file in the office of the Building.Tenant hereby acknowledges that Landlord shall have no obligation to provide guard service or other security measures for the benefit of the Premises, the Building or the Project. Tenant hereby assumes all responsibility for the protection of Tenant and its agents, employees, contractors, invitees and guests, and the property thereof, from acts of third parties, including keeping doors locked and other means of entry to the Premises closed, whether or not Landlord, at its option, elects to provide security protection for the Project or any portion thereof. Tenant further assumes the risk that any safety and security devices, services and programs which Landlord elects, in its sole discretion, to provide may not be effective, or may malfunction or be circumvented by an unauthorized third party, and Tenant shall, in addition to its other insurance obligations under this Lease, obtain its own insurance coverage to the extent Tenant desires protection against losses related to such occurrences. Tenant shall cooperate in any reasonable safety or security program developed by Landlord or required by applicable Laws.To the extent reasonably necessary, office equipment of any electrical or mechanical nature shall be placed by Tenant in the Premises in settings approved by Landlord, to absorb or prevent any vibration, noise and annoyance.Tenant shall not use in any space or in the public halls of the Building, any hand trucks except those equipped with rubber tires and rubber side guards.No auction, liquidation, fire sale, going-out-of-business or bankruptcy sale shall be conducted in the Premises without the prior written consent of Landlord.No tenant shall use or permit the use of any portion of the Premises for living quarters, sleeping apartments or lodging rooms.Landlord reserves the right at any time to change or rescind any one or more of these Rules and Regulations, or to make such other and further reasonable, non-discriminatory Rules and Regulations as in Landlord's reasonable judgment may from time to time be reasonably necessary for the management, safety, care and cleanliness of the Premises, Building, the Common Areas and the Project, and for the preservation of good order therein, as well as for the convenience of other occupants and tenants therein, and based upon guidelines, rules and regulations provided from time to time by the Center for Disease Control (â€œCDCâ€), Building Owners and Managers Association International (â€œBOMAâ€), but not for purposes of remeasuring the RSF of the Premises, Occupational Health Standards Association (â€œOSHAâ€) and others. To the extent the guidelines, rules and regulations promulgated and developed by the CDC, OSHA, BOMA and other applicable organizations (collectively, "Guidelines") and other Laws conflict with these Rules and Regulations or provide more stringent requirements than these Rules and Regulations, the Guidelines and Laws shall apply. Landlord may waive any one or more of these Rules and Regulations for the benefit of any particular tenants, but no such waiver by Landlord shall be construed as a waiver of such Rules and Regulations in favor of any other tenant, nor prevent Landlord from thereafter enforcing any such Rules or Regulations against any or all tenants of the Project. Landlord agrees that the Rules and Regulations shall not be unreasonably modified or enforced in a manner which materially adversely interferes Tenant's use of the Premises for the Permitted Use or Tenant's use of and access to the parking areas of the Project. Tenant shall be deemed to have read these Rules and Regulations and to have agreed to abide by them as a condition of its occupancy of the Premises.EXHIBIT D-3-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.EXHIBIT EFORM OF TENANT'S ESTOPPEL CERTIFICATE_____ ("Tenant") hereby certifies as follows with respect to that certain Office Lease dated as of _____ (the "Lease") by and between _____ ("Landlord"), and Tenant for certain premises (the "Premises") located on the _____ floor(s) of the office building located at _____, _____, California (the "Building"): 1.Attached hereto as ExhibitÂ A is a true and correct copy of the Lease and all amendments and modifications thereto. The Lease is in full force and effect and has not been modified, supplemented or amended in any way except as provided in ExhibitÂ A.2.Tenant currently occupies the Premises described in the Lease, the Lease Term commenced on _____, and the Lease Term expires on _____, and Tenant has no option to terminate or cancel the Lease or to purchase all or any part of the Premises, the Building and/or the Project.3.Base Rent became payable on _____.4.Tenant has not transferred, assigned, or sublet any portion of the Premises nor entered into any license or concession agreements with respect thereto except as follows:_____.5.All monthly installments of Base Rent, all Direct Expenses and all monthly installments of estimated Direct Expenses due under the Lease have been paid when due through _____. The current monthly installment of Base Rent is $_____.6.All conditions of the Lease to be performed by Landlord necessary to the enforceability of the Lease have been satisfied, to Tenant's actual knowledge, and Landlord is not in default thereunder. In addition, Tenant has not delivered any notice to Landlord regarding a default by Landlord thereunder which remains uncured.7.No rental has been paid more than thirty (30) days in advance and no security has been deposited with Landlord, except as provided in the Lease.8.As of the date hereof, to Tenant's actual knowledge, there are no existing defenses or offsets, or, to the undersigned's actual knowledge, claims or any basis for a claim, that Tenant has against Landlord.9.If Tenant is a corporation, partnership, limited liability company or other legal entity, each individual executing this Estoppel Certificate on behalf of Tenant hereby represents and warrants that (i)Â Tenant is a duly formed and existing entity qualified to do business in California, (ii)Â Tenant has full right and authority to execute and deliver this Estoppel Certificate and (iii)Â each person signing on behalf of Tenant is authorized to do so.10.There are no actions pending against Tenant under the bankruptcy or similar laws of the United States or any state.11.To Tenant's actual knowledge, other than in compliance with all applicable laws and incidental to the ordinary course of the use of the Premises, Tenant has not used or stored any hazardous materials or substances in the Premises.12.To the undersigned's actual knowledge, all improvement work to be performed by Landlord under the Lease has been completed in accordance with the Lease and has been accepted by Tenant and all reimbursements and allowances due to Tenant under the Lease in connection with any improvement work have been paid in full.The undersigned acknowledges that this Estoppel Certificate may be delivered to Landlord or to a prospective mortgagee or prospective purchaser and acknowledges that said prospective mortgagee or prospective purchaser will be relying upon the statements contained herein in making the loan or acquiring the property of which the Premises is a part and that receipt by it of this certificate is a condition of making such loan or acquiring such property.EXHIBIT E-1-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.Executed at _____ on the ____ day of _____, 20___."TENANT":Â ,a Â By:
Â Name:Â Its: Â By:
Â Name:Â Its: Â EXHIBIT E-2-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.EXHIBIT FEXTENSION OPTION1.Â Â Â Â Option Right. Upon the proper exercise of any Extension Option in accordance with the provisions of this Exhibit F, the Lease Term shall be extended for the Option Term. The rights contained in this ExhibitÂ F shall terminate upon Original Tenant's assignment of this Lease, if at all, to any entity other than a Permitted Transferee. Tenant's may not exercise any Extension Option if, at the time of Tenant's delivery of the Exercise Notice (as defined below), or, at Landlord's option, as of the commencement of the Option Term: (i)Â Tenant has received a written notice of a default under this Lease that then remains uncured, (ii)Â a monetary Event of Default has occurred during more than twice during the preceding twelve (12) months, or (iii) Tenant has assigned this Lease, other than to a Permitted Transferee Assignee. Landlord shall have the right to require Tenant to provide new and/or additional security in the form of a cash security deposit and/or letter of credit based upon Tenant's then financial condition (and in connection therewith, Tenant shall provide the financial information referenced in SectionÂ 17.2 of this Lease within ten (10) business days of Landlord's request) if (a)Â there has been a material adverse change in Tenant's financial condition as compared to Tenant's financial condition as of the Effective Date, (b)Â Tenant's receipt of a Renewal Allowance or other economic concessions during the Option Term, (c)Â Tenant's construction, or contemplated construction, of Tenant Improvements or Alterations that have above-standard demolition and removal costs, and which Tenant is obligated to remove upon expiration of the Lease Term, (d)Â Tenant is involved in a lawsuit, or any other situation exists, that Landlord reasonably believes could materially impair Tenant's ability to perform its obligations under this Lease, or (e)Â based on financial security then generally being imposed in Comparable Transactions from tenants of comparable financial condition and credit history, as compared to the then existing financial condition and credit history of Tenant (and giving reasonable consideration to Tenant's prior performance history during the Lease Term).2.Â Â Â Â Option Rent. The Rent payable by Tenant during the Option Term (the "Option Rent") shall be equal to the Market Rent (as defined below), as derived from an analysis of the Net Equivalent Lease Rates (as defined below) of the Comparable Transactions (as defined below) as of the commencement of the Option Term. The "Market Rent" shall be equal to the fair market value annual rent per rentable square foot, at which tenants, are, pursuant to transactions consummated within twelveÂ (12) months prior to the commencement of the Option Term, leasing non-sublease, non-equity, non-encumbered space comparable in age, location and quality to the Premises containing a square footage comparable to that of the Premises for a term comparable to the Option Term, in an arm's-length transaction, which comparable space is located in the Project or in Comparable Buildings (transactions satisfying the foregoing criteria shall be known as the "Comparable Transactions"). Notwithstanding the foregoing, Comparable Transactions shall only include renewal and expansion transactions if negotiated at arms-length, with a tenant represented by a leasing broker, and where such tenant's lease contained fair market rent language materially comparable to the Market Rent definition herein. The terms of the Comparable Transactions shall take into consideration only the following terms and concessions: (i)Â the rental rate and escalations, (ii)Â the amount of parking rent per parking pass paid, if any, (iii)Â operating expense and tax protection granted, such as a base year or expense stop, and whether or not tenants are paying any utilities directly, but the base rent for each Comparable Transaction shall be adjusted to a triple net base rent using reasonable estimates of operating expenses and taxes for each such Comparable Transaction; (iv)Â rental abatement concessions, if any, being granted such tenants, (v)Â any Renewal Allowance (as defined below), to be provided by Landlord in connection with the Option Term as compared to the improvements or allowances provided or to be provided in the Comparable Transactions, taking into account the contributory value of the existing improvements in the Premises, such value to be based upon the age, design, quality of finishes, and layout of the existing improvements, and (vi)Â all other monetary concessions, if any, being granted such tenants in connection with such Comparable Transactions. Notwithstanding any contrary provision hereof, in determining the Market Rent, no consideration shall be given to (A)Â any period of rental abatement, if any, granted to tenants in Comparable Transactions in connection with the design, permitting and construction of improvements, or (B)Â any commission paid or not paid in connection with such Comparable Transaction. In connection with the Extension Option, Tenant shall be granted a 2030 Base Year during the Option Term.2.1Â Â Â Â Comparable Buildings. The term "Comparable Buildings" shall mean first-class multi-tenant or single-tenant occupancy, mid-rise office buildings which are comparable to the Project in terms of age (based upon the date of completion of construction or major renovation), with campus style outdoor areas, institutional ownership, quality of construction, and are located in either (i) the area bound by 20th Street to the West, the 405 Freeway to the East, the North side of Wilshire Boulevard to the North, and the South side of Ocean Park to the South, and (ii) the project commonly known as the "Playa District" addressed as 6601, 6701, 6060, 6080 and 6100 Center Drive, Los Angeles, -1-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.California 90045 and the area in Playa Vista that is South of the 90 Freeway, North of the South side of Bluff Creek Drive, East of Lincoln and West of the 405 Freeway.2.2Â Â Â Â Adjustments to Market Rent. The Market Rent in Comparable Transactions, when compared to the Market Rent for the Premises, shall be adjusted for all factors (to the extent such factors normally affect the rent received by the landlord of the Comparable Buildings) to reflect the existence or non-existence of such factors, including without limitation: (i)Â the stated size of the Premises based upon the standards of measurement to be utilized during the Option Term, as compared to the standards of measurement utilized during the Comparable Transactions; (ii)Â any changes in the Market Rent following the date of any particular Comparable Transaction up to the date of the commencement of the applicable Option Term; (iii) rights granted to Tenant for exterior signage and parking signage, reserved parking, flexible parking, and implementation of parking programs as compared to such rights, if any, granted to the tenants in Comparable Transactions; and (iv)Â all of the material differences between the Building and the Comparable Buildings.2.3Â Â Â Â Net Equivalent Lease Rate. In order to analyze the Comparable Transactions based on the factors to be considered in calculating Market Rent, and given that the Comparable Transactions may vary in terms of length of term, rental rate, concessions, etc., the following steps shall be taken into consideration to "adjust" the objective data from each of the Comparable Transactions and this Lease. By taking this approach, a net equivalent lease rate for each of the Comparable Transactions shall be determined using the following steps to adjust the Comparable Transactions, which will allow for an "apples to apples" comparison of the Comparable Transactions to the terms of this Lease.2.3.1.Â Â Â Â The contractual rent payments for each of the Comparable Transactions should be arrayed monthly or annually over the lease term. All Comparable Transactions should be adjusted to simulate a net rent structure, wherein the tenant is responsible for the payment of all property operating expenses in a manner consistent with this Lease. This results in the estimate of Net Equivalent Rent received by each landlord for each Comparable Transaction being expressed as a periodic net rent payment.2.3.2Â Â Â Â Any free rent or similar inducements received over time should be deducted in the time period in which they occur, resulting in the net cash flow arrayed over the lease term.2.3.3Â Â Â Â The resultant net cash flow from the lease should then be discounted (using the Interest Rate as an annual discount rate) to the lease commencement date, resulting in a net present value estimate.2.3.4Â Â Â Â From the net present value, up front inducements (improvements allowances and other concessions) should be deducted. These items should be deducted directly, on a "dollar for dollar" basis, without discounting since they are typically incurred at lease commencement, while rent (which is discounted) is a future receipt.2.3.5Â Â Â Â The net present value should then be amortized back over the lease term as a level monthly or annual net rent payment using the same annual discount rate used in the present value analysis. This calculation will result in a hypothetical level or even payment over the option period, termed the "Net Equivalent Lease Rate" (or constant equivalent in general financial terms).2.3.6Â Â Â Â Once the Net Equivalent Lease Rate is calculated for a particular Comparable Transaction, such Net Equivalent Lease Rate can be adjusted if and to the extent that the operating expenses and tax expenses that are the direct (payable directly by tenant) or indirect (payable as a reimbursement by the tenant to the Landlord) obligations of the tenant as though there is no base year or expense stop protection (collectively, the "Expenses") in connection with a Comparable Transaction are less than or greater than the Expenses payable by Tenant under the Lease during the applicable Option Term (with the same adjustments made to convert this Lease from a Base Year lease, net of electric, to a net lease), so that the Market Rent to be determined pursuant to this ExhibitÂ F will reflect whether, if at all, the Expenses payable by Tenant are greater than or less than the Expenses payable by the tenant of a Comparable Transaction.2.3.7Â Â Â Â Once the Net Equivalent Lease Rate is calculated, if the term of a Comparable Transaction is greater than or less than the applicable Option Term, the Net Equivalent Lease Rate will be adjusted to take into account whether or not, based on current market transactions and conditions, the concessions (i.e., tenant improvement allowances and free rent) in the Market Rent should be increased or decreased because of such difference in term, so that the Market Rent will reflect the appropriate level of concessions based on an adjustment of the level of concessions in the Comparable Transactions. For example, if a Comparable Transaction is for an six year term, and the Option Term is for five years, then an adjustment can be made to increase the concessions in the Comparable Transaction -2-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.to equate such transaction to an five year term, if such adjustment is warranted by market transactions and conditions.2.3.8Â Â Â Â The Net Equivalent Lease Rates for the Comparable Transactions shall then be used to reconcile, in a manner usual and customary for a real estate appraisal process, to a conclusion of Market Rent which shall be stated as a "NNN" lease rate applicable to each year of the Option Term.2.4Â Â Â Â Renewal Allowance. Notwithstanding anything to the contrary set forth in this ExhibitÂ F, once the Market Rent for the Option Term is determined as a Net Equivalent Lease Rate, if,Â in connection with such determination, it is deemed that Tenant is entitled to an improvement or comparable allowance for the improvement of the Premises (the total dollar value of such allowance shall be referred to herein as the "Renewal Allowance"), Landlord shall pay the Renewal Allowance to Tenant pursuant to Landlord's standard, commercially reasonable disbursement procedure, and the rental rate component of the Market Rent shall be increased to be a rental rate which takes into consideration that

Tenant will receive payment of such Renewal Allowance and, accordingly, such payment shall be factored into the base rent component of the Market Rent. 3.Â Â Â Â Exercise of Extension Option. The Extension Option(s) shall be exercised by Tenant, if at all, only in the following manner: (i) Tenant shall deliver written notice to Landlord not more than fifteen (15) months nor less than twelve (12) months prior to the expiration of the initial Lease Term stating that Tenant may be interested in exercising its option ("Tenant's Interest Notice"); (ii) Landlord, after receipt of Tenant's Interest Notice shall deliver notice (the "Option Rent Notice") to Tenant not less than eleven (11) months prior to the expiration of the initial Lease Term setting forth the Option Rent ("Landlord's Option Rent Calculation"); and (iii) if Tenant wishes to exercise such option, whether or not Tenant has delivered the Tenant's Interest Notice, Tenant shall, on or before the date occurring ten (10) months prior to the expiration of the initial Lease Term exercise the option by delivering written notice thereof to Landlord (the "Option Exercise Notice"). Upon, and concurrent with, such exercise, Tenant may, at its option, object to the Option Rent contained in the Option Rent Notice, in which case the parties shall follow the procedure, and the Option Rent shall be determined, as set forth in Section 4 below. If Tenant did not deliver the Tenant's Interest Notice, the parties shall follow the procedure, and the Option Rent shall be determined, as set forth in Section 4, below. In the event that Tenant delivered a Tenant's Interest Notice as provided under the terms set forth in Section 3, above, Landlord shall deliver an Option Rent Notice to Tenant not less than eleven (11) months prior to the expiration of the initial Lease Term setting forth the Option Rent.4.Â Â Â Â Determination of Market Rent. In the event Tenant validly objects to or does not accept Landlord's Option Rent Calculation, then Landlord and Tenant shall attempt to agree upon the Option Rent using good-faith efforts; provided, however, if they fail to reach agreement upon the Option Rent on or before the date that is ninety (90) days prior to the then-scheduled expiration of the Lease Term (the "Outside Agreement Date"), then each party shall make a separate, binding, determination of the Option Rent (each, a "Submitted Option Rent"), within ten (10) business days following the Outside Agreement Date, and such Submitted Option Rents shall be submitted to arbitration as described below. The failure of Tenant or Landlord to submit a Submitted Option Rent within such ten (10) business day period shall conclusively be deemed to be such party's approval of the Submitted Option Rent submitted by the other party.4.1Â Â Â Â Neutral Arbitrator. Within fifteen (15) days after the Outside Agreement Date Landlord and Tenant shall agree upon and appoint one arbitrator who shall by profession be a, real estate broker (a "Neutral Arbitrator") who shall have been active over the ten (10) year period ending on the date of such appointment in the leasing of Comparable Buildings, and (i)Â neither the Landlord or Tenant may, directly, or indirectly, consult with the Neutral Arbitrator prior or subsequent to his or her appearance, (ii)Â the Neutral Arbitrator cannot be someone who has represented Landlord (or worked with their counsel on a similar arbitration) and/or Tenant (or worked with their counsel on a similar arbitration) during the ten (10) year period prior to such appointment, and (iii)Â each party may require the Neutral Arbitrator to demonstrate to the reasonable satisfaction of the parties that the Neutral Arbitrator has no conflicts of interest with either Landlord or Tenant. 4.2Â Â Â Â Arbitration Agreement. The Neutral Arbitrator shall be retained via an arbitration agreement (the "Arbitration Agreement") jointly prepared by Landlord's counsel and Tenant's counsel, which Arbitration Agreement shall set forth the following: (i)Â an agreement to by the Neutral Arbitrator to undertake the arbitration and render a decision in accordance with the TCCs of this Lease, as modified by the Arbitration Agreement; (ii)Â rights for Landlord and Tenant to submit to the Neutral Arbitrator (with a copy to the other party), on or before the date that occurs fifteen (15) days following the appointment of the Neutral Arbitrator, an advocate statement (and any other information such party deems relevant) prepared by or on behalf of Landlord or Tenant, as the case may be, in support -3-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.of Landlord's or Tenant's respective determination of Market Rent (the "Briefs"); (iii)Â rights for each party to provide the Neutral Arbitrator (with a copy to the other party), within five (5) business days of submittal of Briefs with a written rebuttal to the other party's Brief (the "Rebuttals"); provided, however, such Rebuttals shall be limited to the facts and arguments raised in the other party's Brief and shall identify clearly which argument or fact of the other party's Brief is intended to be rebutted; (iv)Â the date, time and location of the arbitration, which shall be mutually and reasonably agreed upon by Landlord and Tenant, which date shall in any event be within forty-five (45) days following the appointment of the Neutral Arbitrator; (v)Â that no discovery or independent investigation shall take place in connection with the arbitration, other than to verify the factual information that is presented by Landlord or Tenant, and the Neutral Arbitrator shall be permitted to visit the Project and the buildings containing the Comparable Transactions; and (vi)Â rights for each party to present oral arguments to the Neutral Arbitrator at the arbitration for a period of time not to exceed three (3)Â hours and up to two (2) additional hours to present additional arguments and/or to rebut the arguments of the other party.4.3Â Â Â Â Neutral Arbitrator Ruling. Not later than ten (10) business days after the date of the arbitration, the Neutral Arbitrator shall render a decision (the "Ruling") indicating whether Landlord's or Tenant's Submitted Option Rent is closer to the actual Market Rent. The Submitted Option Rent that is determined by the Neutral Arbitrator to be closer to the actual Market Rent shall then become the applicable Option Rent. The Ruling shall be binding on Landlord and Tenant. In the event that the Option Rent has not been determined pursuant to the terms hereof (or otherwise by written agreement between Landlord and Tenant) prior to the commencement of the Option Term, then upon the commencement of the Option Term, Tenant shall be required to pay the greater of (i) the Rent then in effect for the Premises (immediately prior to the commencement of the Option Term), or (ii) Tenant's Submitted Option Rent, until such time that the Ruling is rendered. In such event, once the Ruling has been rendered it shall be effective retroactively to the commencement of the Option Term, and the payments made by Tenant that are applicable to the Option Term shall be reconciled with the actual amounts due (based on the Ruling), and the appropriate party shall make any corresponding payment to the other party within thirty (30) calendar days after the Ruling is rendered.-4-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.EXHIBIT KFORM LETTER OF CREDITIRREVOCABLE STANDBY LETTER OF CREDIT NUMBER _____ISSUE DATE: _____ISSUING BANK:FIRST-CITIZENS BANK & TRUST COMPANY3003 TASMAN DRIVE2ND FLOOR, MAIL SORT HF210SANTA CLARA, CALIFORNIA 95054BENEFICIARY:SMBP LLCC/O BOSTON PROPERTIESFOUREMBARCADERO CENTER, LOBBY LEVEL SUITE ONESAN FRANCISCO, CA 94111ATTN: LEGAL DEPARTMENTAPPLICANT:ZIPRECRUITER, INC.604 ARIZONA AVENUESANTA MONICA, CA 90401ATTENTION: LEGAL AND BUSINESS AFFAIRSAMOUNT:Â Â Â Â Â Â Â Â US$1,000,000.00 (ONE MILLION AND 00/100 U.S. DOLLARS)EXPIRATION DATE:Â Â Â Â Â Â Â Â (One year from issuance date)PLACE OF EXPIRATION:Â Â Â Â ISSUING BANKâ€™S COUNTERS AT ITS ABOVE ADDRESSDEAR SIR/MADAM:WE HEREBY ESTABLISH OUR IRREVOCABLE STANDBY LETTER OF CREDIT NO. _____ IN YOUR FAVOR AVAILABLE BY PAYMENT AGAINST YOUR PRESENTATION TO US OF THE FOLLOWING:BENEFICIARYâ€™S SIGNED AND DATED STATEMENT STATING ANY ONE OF THE FOLLOWING:â€œTHE UNDERSIGNED HEREBY CERTIFIES THAT UNDER THE CERTAIN OFFICE LEASE DATED _____, 2024 BY AND BETWEEN BENEFICIARY AND APPLICANT (OR THE SUCCESSOR-IN-INTEREST TO THE ORIGINAL TENANT OF SUCH OFFICE LEASE), AS THE SAME MAY HAVE BEEN AMENDED (COLLECTIVELY, THE â€œLEASEâ€), OR (B) AS A RESULT OF THE TERMINATION OF SUCH LEASE, HAS THE RIGHT TO DRAW DOWN THE AMOUNT OF USD IN ACCORDANCE WITH THE TERMS OF THE LEASE, OR SUCH AMOUNT CONSTITUTES DAMAGES OWING BY THE TENANT TO BENEFICIARY RESULTING FROM THE BREACH OF SUCH LEASE BY THE TENANT THEREUNDER, OR THE TERMINATION OF SUCH LEASE, AND SUCH AMOUNT REMAINS UNPAID AT THE TIME OF THIS DRAWING. THE AMOUNT HEREBY DRAWN UNDER THE LETTER OF CREDIT NO. _____ IS US$_____, WITH PAYMENT TO BE MADE TO THE FOLLOWING ACCOUNT: [INSERT WIRE INSTRUCTIONS (TO INCLUDE NAME AND ACCOUNT NUMBER OF THE BENEFICIARY)].â€â€œTHE UNDERSIGNED HEREBY CERTIFIES THAT BENEFICIARY HAS RECEIVED A WRITTEN NOTICE OF FIRST-CITIZENS BANK & TRUST COMPANY'S ELECTION NOT TO EXTEND ITS STANDBY LETTER OF CREDIT NO. (INSERT) AND LESS THAN THIRTY (30) DAYS REMAIN PRIOR TO THE EXPIRATION OF SUCH LETTER OF CREDIT.â€ THE AMOUNT HEREBY DRAWN UNDER THE LETTER OF CREDIT NO. _____ IS US$_____, WITH PAYMENT TO BE MADE TO THE FOLLOWING ACCOUNT: [INSERT WIRE INSTRUCTIONS (TO INCLUDE NAME AND ACCOUNT NUMBER OF THE BENEFICIARY)].â€ ORâ€œTHE UNDERSIGNED HEREBY CERTIFIES THAT BENEFICIARY IS ENTITLED TO DRAW DOWN THE FULL AMOUNT OF LETTER OF CREDIT NO. (INSERT) AS THE RESULT OF THE FILING OF A VOLUNTARY PETITION UNDER THE U.S. BANKRUPTCY CODE OR A STATE BANKRUPTCY CODE BY THE TENANT UNDER THAT CERTAIN OFFICE LEASE DATED _____, 2024 BY AND BETWEEN BENEFICIARY AND APPLICANT (OR THE SUCCESSOR-IN-INTEREST TO THE ORIGINAL TENANT OF SUCH OFFICE LEASE), AS THE SAME MAY HAVE BEEN AMENDED (COLLECTIVELY, THE â€œLEASEâ€), WHICH FILING HAS NOT BEEN DISMISSED AT THE TIME OF THIS DRAWING.â€ THE AMOUNT HEREBY DRAWN UNDER THE LETTER OF CREDIT NO. _____ IS EXHIBIT KFORM LETTER OF CREDIT-1-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.US$_____, WITH PAYMENT TO BE MADE TO THE FOLLOWING ACCOUNT: [INSERT WIRE INSTRUCTIONS (TO INCLUDE NAME AND ACCOUNT NUMBER OF THE BENEFICIARY)].â€ORâ€œTHE UNDERSIGNED HEREBY CERTIFIES THAT BENEFICIARY IS ENTITLED TO DRAW DOWN THE FULL AMOUNT OF LETTER OF CREDIT NO. (INSERT) AS THE RESULT OF AN INVOLUNTARY PETITION HAVING BEEN FILED UNDER THE U.S. BANKRUPTCY CODE OR A STATE BANKRUPTCY CODE AGAINST THE TENANT UNDER THAT CERTAIN OFFICE LEASE DATED _____, 2024 BY AND BETWEEN BENEFICIARY AND APPLICANT (OR THE SUCCESSOR-IN-INTEREST TO THE ORIGINAL TENANT OF SUCH OFFICE LEASE), AS THE SAME MAY HAVE BEEN AMENDED (COLLECTIVELY, THE â€œLEASEâ€), WHICH FILING HAS NOT BEEN DISMISSED AT THE TIME OF THIS DRAWING.â€ THE AMOUNT HEREBY DRAWN UNDER THE LETTER OF CREDIT NO. _____ IS US$_____, WITH PAYMENT TO BE MADE TO THE FOLLOWING ACCOUNT: [INSERT WIRE INSTRUCTIONS (TO INCLUDE NAME AND ACCOUNT NUMBER OF THE BENEFICIARY)].â€OR â€œTHE UNDERSIGNED HEREBY CERTIFIES THAT BENEFICIARY IS ENTITLED TO DRAW DOWN THE FULL AMOUNT OF LETTER OF CREDIT NO. (INSERT) AS THE RESULT OF THE REJECTION, OR DEEMED REJECTION, OF THAT CERTAIN OFFICE LEASE DATED _____, 2024 BY AND BETWEEN BENEFICIARY AND APPLICANT(OR THE SUCCESSOR-IN-INTEREST TO THE ORIGINAL TENANT OF SUCH OFFICE LEASE), AS THE SAME MAY HAVE BEEN AMENDED, UNDER SECTION 365 OF THE U.S. BANKRUPTCY CODE. THE AMOUNT HEREBY DRAWN UNDER THE LETTER OF CREDIT NO. _____ IS US$_____, WITH PAYMENT TO BE MADE TO THE FOLLOWING ACCOUNT: [INSERT WIRE INSTRUCTIONS (TO INCLUDE NAME AND ACCOUNT NUMBER OF THE BENEFICIARY)].â€PARTIAL DRAWS AND MULTIPLE PRESENTATIONS ARE ALLOWED. THIS LETTER OF CREDIT SHALL BE AUTOMATICALLY EXTENDED FOR ADDITIONAL PERIODS OF ONE YEAR, WITHOUT AMENDMENT, FROM THE PRESENT OR EACH FUTURE EXPIRATION DATE UNLESS AT LEAST 60 DAYS PRIOR TO THE THEN CURRENT EXPIRATION DATE WE SEND TO YOU A NOTICE BY REGISTERED OR CERTIFIED MAIL OR OVERNIGHT COURIER SERVICE AT THE ABOVE ADDRESS THAT THIS LETTER OF CREDIT WILL NOT BE EXTENDED BEYOND THE THEN CURRENT EXPIRATION DATE. IN NO EVENT SHALL THIS LETTER OF CREDIT BE AUTOMATICALLY EXTENDED BEYOND FEBRUARY 28, 2031. ALL DEMANDS FOR PAYMENT SHALL BE MADE BY PRESENTATION OFÂ THE REQUIRED DOCUMENTSÂ ON A BUSINESS DAY AT OUR OFFICE (THE â€œBANKâ€™S OFFICEâ€) AT: FIRST-CITIZENS BANK & TRUST COMPANY, 3003 TASMAN DRIVE, MAIL SORT HF 210, SANTA CLARA, CA 95054, ATTENTION: GLOBAL TRADE FINANCE. AS USED IN THIS LETTER OF CREDIT, "BUSINESS DAY" SHALL MEAN ANY DAY OTHER THAN A SATURDAY, SUNDAY OR A DAY ON WHICH BANKING INSTITUTIONS IN THE STATE OF CALIFORNIA ARE AUTHORIZED OR REQUIRED BY LAW TO CLOSE. NOTWITHSTANDING ANY PROVISION TO THE CONTRARY IN THE ISP98 (AS HEREINAFTER DEFINED), IF THE EXPIRATION DATE OR THE FINAL EXPIRATION DATE IS NOT A BUSINESS DAY THEN SUCH DATE SHALL BE AUTOMATICALLY EXTENDED TO THE NEXT SUCCEEDING DATE WHICH IS A BUSINESS DAY.FACSIMILE PRESENTATIONS ARE ALSO PERMITTED. EACH FACSIMILE TRANSMISSION SHALL BE MADE AT: (408) 496-2418 OR (408) 969-6510; AND UNDER CONTEMPORANEOUS TELEPHONE ADVICE TO: (408) 450-5001 OR (408) 654-7176, ATTENTION: GLOBAL TRADE FINANCE. ABSENCE OF THE AFORESAID TELEPHONE ADVICE SHALL NOT AFFECT OUR OBLIGATION TO HONOR ANY DRAW REQUEST. THIS LETTER OF CREDIT IS TRANSFERABLE IN WHOLE BUT NOT IN PART ONE OR MORE TIMES, BUT IN EACH INSTANCE ONLY TO A SINGLE BENEFICIARY AS TRANSFEREE AND FOR THE THEN AVAILABLE AMOUNT, ASSUMING SUCH TRANSFER TO SUCH TRANSFEREE WOULD BE IN COMPLIANCE WITH THEN APPLICABLE LAW AND REGULATION, INCLUDING BUT NOT LIMITED TO THE REGULATIONS OF THE U.S. DEPARTMENT OF TREASURY AND U.S. DEPARTMENT OF COMMERCE. AT THE TIME OF TRANSFER, THE ORIGINAL LETTER OF CREDIT AND ORIGINALS OR COPIES OF ALL AMENDMENTS, IF ANY, TO THIS LETTER OF CREDIT MUST BE SURRENDERED TO US AT OUR ADDRESS INDICATED IN THIS LETTER OF CREDIT TOGETHER WITH OUR TRANSFER FORM ATTACHED HERETO AS EXHIBIT A DULY EXECUTED. APPLICANT SHALL PAY OUR TRANSFER FEE OF US$250.00 UNDER THIS LETTER OF CREDIT. EACH TRANSFER SHALL BE EVIDENCED BY EITHER (1) OUR ENDORSEMENT ON THE REVERSE OF THE LETTER OF CREDIT AND WE SHALL FORWARD THE ORIGINAL OF THE LETTER OF CREDIT SO ENDORSED TO THE TRANSFEREE OR (2) OUR ISSUING A REPLACEMENT LETTER OF CREDIT TO THE TRANSFEREE ON SUBSTANTIALLY THE SAME TERMS AND CONDITIONS AS THE TRANSFERRED LETTER OF CREDIT (IN WHICH EVENT THE TRANSFERRED LETTER OF CREDIT SHALL HAVE NO FURTHER EFFECT). IF DEMAND FOR PAYMENT IS PRESENTED BY 10 A.M. CALIFORNIA TIME AND CONFORMS TO THE TERMS AND CONDITIONS OF THIS LETTER OF CREDIT, PAYMENT SHALL BE MADE BY ISSUING BANK TO YOU OF THE AMOUNT SPECIFIED, IN IMMEDIATELY AVAILABLE FUNDS NO LATER THAN THE NEXT FOLLOWING BUSINESS DAY AFTER THE DATE OF PRESENTMENT. IF DEMAND FOR PAYMENT IS PRESENTED BY YOU HEREUNDER AFTER THE TIME SPECIFIED ABOVE, AND CONFORMS TO THE TERMS AND CONDITIONS OF THIS LETTER OF CREDIT, PAYMENT SHALL BE MADE TO YOU, OF THE AMOUNT OF SPECIFIED, IN IMMEDIATELY AVAILABLE FUNDS NO LATER THAN THE SECOND BUSINESS DAY AFTER THE DATE OF PRESENTMENT. EXHIBIT KFORM LETTER OF CREDIT-2-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.WE HEREBY AGREE WITH THE BENEFICIARY THAT THE DRAFTS DRAWN UNDER AND IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THIS LETTER OF CREDIT SHALL BE DULY HONORED UPON PRESENTATION TO US ON OR BEFORE THE EXPIRATION DATE OF THIS LETTER OF CREDIT OR ANY AUTOMATICALLY EXTENDED EXPIRATION DATE.IF THE ORIGINAL AND/OR ANY AMENDMENTS THERETO OF THIS STANDBY LETTER OF CREDIT NO. [_____] ARE LOST, STOLEN OR DESTROYED, WE WILL ISSUE YOU A "CERTIFIED TRUE COPY" OF THIS STANDBY LETTER OF CREDIT NO. [_____] UPON OUR RECEIPT OF YOUR INDEMNITY LETTER. IF THE ORIGINAL OF THIS STANDBY LETTER OF CREDIT IS MUTILATED, WE WILL ISSUE YOU A REPLACEMENT STANDBY LETTER OF CREDIT WITH THE SAME NUMBER, DATE AND TERMS AS THE ORIGINAL UPON OUR RECEIPT OF THE MUTILATED STANDBY LETTER OF CREDIT. IF ANY INSTRUCTIONS ACCOMPANYING A DRAWING UNDER THIS LETTER OF CREDIT REQUEST THAT PAYMENT IS TO BE MADE BY TRANSFER TO YOUR ACCOUNT WITH ANOTHER BANK, WE WILL ONLY EFFECT SUCH PAYMENT BY FED WIRE TO A U.S. REGULATED BANK, AND WE AND/OR SUCH OTHER BANK MAY RELY ON AN ACCOUNT NUMBER SPECIFIED IN SUCH INSTRUCTIONS EVEN IF THE NUMBER IDENTIFIES A PERSON OR ENTITY DIFFERENT FROM THE INTENDED PAYEE.THIS LETTER OF CREDIT IS SUBJECT TO THE INTERNATIONAL STANDBY PRACTICES (ISP98), INTERNATIONAL CHAMBER OF COMMERCE, PUBLICATION NO. 590.FIRST CITIZENS BANK & TRUST COMPANY, _____AUTHORIZED SIGNATURE EXHIBIT KFORM LETTER OF CREDIT-3-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd.IRREVOCABLE STANDBY LETTER OF CREDIT NUMBER _____EXHIBIT AFORM OF TRANSFER FORMDATE: _____TO: FIRST-CITIZENS BANK & TRUST COMPANY 3003 TASMAN DRIVEÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â RE: IRREVOCABLE STANDBY LETTER OF CREDIT SANTA CLARA, CA 95054 Â Â Â Â NO. _____ ISSUED BY ATTN: GLOBAL TRADE FINANCE FIRST-CITIZENS BANK & TRUST COMPANY, SANTA CLARA STANDBY LETTERS OF CREDIT Â Â Â Â L/C AMOUNT: _____ LADIES AND GENTLEMEN:FOR VALUE RECEIVED, THE UNDERSIGNED BENEFICIARY HEREBY IRREVOCABLY TRANSFERS TO:_____(NAME OF TRANSFEREE) _____(ADDRESS)ALL RIGHTS OF THE UNDERSIGNED BENEFICIARY TO DRAW UNDER THE ABOVE LETTER OF CREDIT UP TO ITS AVAILABLE AMOUNT AS SHOWN ABOVE AS OF THE DATE OF THIS TRANSFER.BY THIS TRANSFER, ALL RIGHTS OF THE UNDERSIGNED BENEFICIARY IN SUCH LETTER OF CREDIT ARE TRANSFERRED TO THE TRANSFEREE. TRANSFEREE SHALL HAVE THE SOLE RIGHTS AS BENEFICIARY THEREOF, INCLUDING SOLE RIGHTS RELATING TO ANY AMENDMENTS, WHETHER INCREASES OR EXTENSIONS OR OTHER AMENDMENTS, AND WHETHER NOW EXISTING OR HEREAFTER MADE. ALL AMENDMENTS ARE TO BE ADVISED DIRECTLY TO THE TRANSFEREE WITHOUT NECESSITY OF ANY CONSENT OF OR NOTICE TO THE UNDERSIGNED BENEFICIARY.THE ORIGINAL OF SUCH LETTER OF CREDIT IS RETURNED HEREWITH, AND WE ASK YOU TO EITHER (1) ENDORSE THE TRANSFER ON THE REVERSE THEREOF, AND FORWARD IT DIRECTLY TO THE TRANSFEREE WITH YOUR CUSTOMARY NOTICE OF TRANSFER, OR (2) ISSUE A REPLACEMENT LETTER OF CREDIT TO THE TRANSFEREE ON SUBSTANTIALLY THE SAME TERMS AND CONDITIONS AS THE TRANSFERRED LETTER OF CREDIT (IN WHICH EVENT THE TRANSFERRED LETTER OF CREDIT SHALL HAVE NO FURTHER

EFFECT).SINCERELY,_____ (BENEFICIARYâ€™S NAME) _____(SIGNATURE OF BENEFICIARY) _____(NAME AND TITLE)EXHIBIT KFORM LETTER OF CREDIT-4-ZipRecruiterSanta Monica Business Park300 Ocean Park Blvd. EX-31.1 3 ex311certificationofthepri.htm EX-31.1 DocumentExhibit 31.1CERTIFICATION PURSUANT TO RULE 13a-14(a) OR 15d-14(a)OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTEDPURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002I, Ian Siegel, certify that:1.I have reviewed this Quarterly Report on Form 10-Q of ZipRecruiter, Inc.;2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;4.The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 14d-15(f)) for the registrant and have:(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.Date:November 6, 2024/s/ Ian SiegelIan SiegelChief Executive Officer(Principal Executive Officer) EX-31.2 4 ex312certificationofthepri.htm EX-31.2 DocumentExhibit 31.2CERTIFICATION PURSUANT TO RULE 13a-14(a) OR 15d-14(a)OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTEDPURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002I, Timothy Yarbrough, certify that:1.I have reviewed this Quarterly Report on Form 10-Q of ZipRecruiter, Inc.;2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;4. The registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 14d-15(f)) for the registrant and have:(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.5. The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.Date:November 6, 2024/s/ Timothy YarbroughTimothy YarbroughÂ Â Chief Financial OfficerÂ Â (Principal Financial Officer) EX-32.1 5 ex321certificationofthechi.htm EX-32.1 DocumentExhibit 32.1CERTIFICATION OF THE CHIEF EXECUTIVE OFFICERPURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TOSECTION 906 OF THE SARBANES-OXLEY ACT OF 2002In connection with the Quarterly Report on Form 10-Q of ZipRecruiter, Inc., a Delaware corporation (the â€œCompanyâ€), for the quarter ended SeptemberÂ 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Ian Siegel, Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:(1)The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and(2)The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.Date:November 6, 2024/s/ Ian SiegelIan SiegelChief Executive Officer(Principal Executive Officer) EX-32.2 6 ex322certificationofthechi.htm EX-32.2 DocumentExhibit 32.2CERTIFICATION OF THE CHIEF FINANCIAL OFFICERPURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TOSECTION 906 OF THE SARBANES-OXLEY ACT OF 2002In connection with the Quarterly Report on Form 10-Q of ZipRecruiter, Inc., a Delaware corporation (the â€œCompanyâ€), for the quarter ended SeptemberÂ 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), Timothy Yarbrough, Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:(1)The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and(1)The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.Date:November 6, 2024/s/ Timothy YarbroughTimothy YarbroughÂ Â Â Â Chief Financial OfficerÂ Â (Principal Financial Officer) EX-101.SCH 7 zip-20240930.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Cover link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - Condensed Consolidated Balance Sheets link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - Condensed Consolidated Balance Sheets (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - Condensed Consolidated Statements of Operations link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - Condensed Consolidated Statements of Comprehensive Income (Loss) link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - Condensed Consolidated Statements of Changes in Stockholders' Equity (Deficit) link:presentationLink link:calculationLink link:definitionLink 9952156 - Statement - Condensed Consolidated Statements of Cash Flows link:presentationLink link:calculationLink link:definitionLink 9952157 - Disclosure - Organization and Description of Business link:presentationLink link:calculationLink link:definitionLink 9952158 - Disclosure - Basis of Presentation, Principles of Consolidation, and Summary of Significant Accounting Policies link:presentationLink link:calculationLink link:definitionLink 9952159 - Disclosure - Net Income (Loss) Per Share link:presentationLink link:calculationLink link:definitionLink 9952160 - Disclosure - Acquisitions link:presentationLink link:calculationLink link:definitionLink 9952161 - Disclosure - Revenue Information link:presentationLink link:calculationLink link:definitionLink 9952162 - Disclosure - Financial Instruments link:presentationLink link:calculationLink link:definitionLink 9952163 - Disclosure - Accrued Expenses link:presentationLink link:calculationLink link:definitionLink 9952164 - Disclosure - Debt link:presentationLink link:calculationLink link:definitionLink 9952165 - Disclosure - Commitment and Contingencies link:presentationLink link:calculationLink link:definitionLink 9952166 - Disclosure - Share Repurchase Program link:presentationLink link:calculationLink link:definitionLink 9952167 - Disclosure - Stock-Based Compensation link:presentationLink link:calculationLink link:definitionLink 9952168 - Disclosure - Income Taxes link:presentationLink link:calculationLink link:definitionLink 9952169 - Disclosure - Subsequent Events link:presentationLink link:calculationLink link:definitionLink 9954471 - Disclosure - Basis of Presentation, Principles of Consolidation, and Summary of Significant Accounting Policies (Policies) link:presentationLink link:calculationLink link:definitionLink 9954472 - Disclosure - Net Income (Loss) Per Share (Tables) link:presentationLink link:calculationLink link:definitionLink 9954473 - Disclosure - Acquisitions (Tables) link:presentationLink link:calculationLink link:definitionLink 9954474 - Disclosure - Revenue Information (Tables) link:presentationLink link:calculationLink link:definitionLink 9954475 - Disclosure - Financial Instruments (Tables) link:presentationLink link:calculationLink link:definitionLink 9954476 - Disclosure - Accrued Expenses (Tables) link:presentationLink link:calculationLink link:definitionLink 9954477 - Disclosure - Stock-Based Compensation (Tables) link:presentationLink link:calculationLink link:definitionLink 9954478 - Disclosure - Income Taxes (Tables) link:presentationLink link:calculationLink link:definitionLink 9954479 - Disclosure - Basis of Presentation, Principles of Consolidation, and Summary of Significant Accounting Policies (Details) link:presentationLink link:calculationLink link:definitionLink 9954480 - Disclosure - Net Income (Loss) Per Share - Schedule of Earnings Per Share - Basic (Details) link:presentationLink link:calculationLink link:definitionLink 9954481 - Disclosure - Net Income (Loss) Per Share - Schedule of Earnings Per Share - Diluted (Details) link:presentationLink link:calculationLink link:definitionLink 9954482 - Disclosure - Net Income (Loss) Per Share - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954483 - Disclosure - Acquisitions - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954484 - Disclosure - Acquisitions - Schedule of The Estimated Fair Value of Identified Assets and Liabilities As of The Acquisition (Details) link:presentationLink link:calculationLink link:definitionLink 9954485 - Disclosure - Acquisitions - Schedule of Estimated Fair Value of Identifiable Intangible Assets Acquired and Their Estimated Useful Life Formation (Details) link:presentationLink link:calculationLink link:definitionLink 9954486 - Disclosure - Acquisitions - Schedule of Finite-Lived Intangible Assets, Future Amortization Expense (Details) link:presentationLink link:calculationLink link:definitionLink 9954487 - Disclosure - Revenue Information - Schedule of Revenue Streams (Details) link:presentationLink link:calculationLink link:definitionLink 9954488 - Disclosure - Revenue Information - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954489 - Disclosure - Financial Instruments - Schedule of Amortized Cost, Unrealized Gains and Losses, and Fair Value (Details) link:presentationLink link:calculationLink link:definitionLink 9954490 - Disclosure - Financial Instruments - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954491 - Disclosure - Financial Instruments - Schedule of Available-for-sale Debt Securities by Contractual Maturity (Details) link:presentationLink link:calculationLink link:definitionLink 9954492 - Disclosure - Financial Instruments - Schedule of Available-for-sale Debt Securities (Details) link:presentationLink link:calculationLink link:definitionLink 9954493 - Disclosure - Accrued Expenses (Details) link:presentationLink link:calculationLink link:definitionLink 9954494 - Disclosure - Debt (Details) link:presentationLink link:calculationLink link:definitionLink 9954495 - Disclosure - Commitment and Contingencies (Details) link:presentationLink link:calculationLink link:definitionLink 9954496 - Disclosure - Share Repurchase Program (Details) link:presentationLink link:calculationLink link:definitionLink 9954497 - Disclosure - Stock-Based Compensation - Schedule of Total Stock Based Compensation Expense (Details) link:presentationLink link:calculationLink link:definitionLink 9954498 - Disclosure - Stock-Based Compensation - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954499 - Disclosure - Stock-Based Compensation - Schedule of Stock Option Activity (Details) link:presentationLink link:calculationLink link:definitionLink 9954500 - Disclosure - Stock-Based Compensation - Schedule of RSU Activity (Details) link:presentationLink link:calculationLink link:definitionLink 9954501 - Disclosure - Income Taxes - Schedule of Estimated Annual Effective Income Tax Rate (Details) link:presentationLink link:calculationLink link:definitionLink 9954502 - Disclosure - Income Taxes - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954503 - Disclosure - Subsequent Events (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 8 zip-20240930_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 9 zip-20240930_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 10 zip-20240930_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT Revenue recognized from performance obligations satisfied in previous periods Contract with Customer, Performance Obligation Satisfied in Previous Period Credit losses recorded for available-for-sale debt securities Debt Securities, Available-for-Sale, Allowance for Credit Loss, Not Previously Recorded Associated tax expenses OCI, Debt Securities, Available-for-Sale, Gain (Loss), before Adjustment, Tax Accrued refunds and customer liabilities Customer Refund Liability, Current Adjustments to reconcile net income (loss) to net cash provided by operating activities: Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Stock repurchase program, remaining authorized amount for future purchase Share Repurchase Program, Remaining Authorized, Amount Gross Unrealized Losses Debt Securities, Available-for-Sale, Accumulated Gross Unrealized Loss, before Tax Deferred commissions, current portion Contract with Customer, Asset, after Allowance for Credit Loss, Current Cover [Abstract] Thereafter Finite-Lived Intangible Asset, Expected Amortization, after Year Four Finite-Lived Intangible Asset, Expected Amortization, after Year Four Net increase (decrease) in cash and cash equivalents Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Other current liabilities Other Liabilities, Current Business acquisition, percentage Business Acquisition, Percentage of Voting Interests Acquired Trading Symbol Trading Symbol All Trading Arrangements All Trading Arrangements [Member] Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Net Income [Text Block] Non-NEOs Non-NEOs [Member] Rule 10b5-1 Arrangement Adopted Rule 10b5-1 Arrangement Adopted [Flag] Awards Close in Time to MNPI Disclosures Awards Close in Time to MNPI Disclosures [Table] Goodwill Goodwill and Intangible Assets, Goodwill, Policy [Policy Text Block] Accounts receivable, allowance for credit loss, current Accounts Receivable, Allowance for Credit Loss, Current Accelerated Share Repurchases [Table] Accelerated Share Repurchases [Table] Common Class A Common Class A [Member] Pay vs Performance Disclosure [Line Items] Line of Credit Facility [Table] Line of Credit Facility [Table] Peer Group Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Accounts receivable Increase (Decrease) in Accounts Receivable Organization and Description of Business Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block] Operating lease liabilities Increase (Decrease) in Operating Lease Liability Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] Issuance of common stock upon the vesting and settlement of RSUs (in shares) Stock Issued During Period, Shares, Restricted Stock Award, Net of Forfeitures Financial Instruments Fair Value Disclosures [Text Block] Proceeds from exercise of stock options Proceeds from Stock Options Exercised Change in unrealized gains on available-for-sale debt securities OCI, Debt Securities, Available-for-Sale, Unrealized Holding Gain (Loss), before Adjustment, after Tax Award Timing Disclosures [Line Items] Other Performance Measure, Amount Other Performance Measure, Amount 2027 Finite-Lived Intangible Asset, Expected Amortization, Year Three Schedule of Nonvested Restricted Stock Units Activity Schedule of Nonvested Restricted Stock Units Activity [Table Text Block] Common stock, outstanding (in shares) Beginning balance (in shares) Ending balance (in shares) Common Stock, Shares, Outstanding Accrued interest Increase (Decrease) in Interest Payable, Net Number of shares authorized (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant Operating lease liabilities, net of current portion Operating Lease, Liability, Noncurrent Segments and Geographic Information Segment Reporting, Policy [Policy Text Block] Revenue from Contract with Customer [Abstract] Deferred revenue Contract with Customer, Liability, Current Plan Name [Domain] Plan Name [Domain] Other assets Other Assets, Noncurrent Entity Tax Identification Number Entity Tax Identification Number Common shares repurchased (in shares) Treasury Stock, Shares, Acquired The Yarbrough Family Trust [Member] The Yarbrough Family Trust Money market mutual funds Money Market Funds [Member] Net cash provided by operating activities Net Cash Provided by (Used in) Operating Activities Cash flows from operating activities Net Cash Provided

by (Used in) Operating Activities [Abstract] Class B Treasury Stock Treasury Stock, Common [Member] U.S. treasury securities US Treasury Securities [Member] Plan Name [Axis] Plan Name [Axis] Equity Components [Axis] Equity Components [Axis] Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Award Timing Method Award Timing Method [Text Block] Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Fair Value Total available-for-sale debt securities Debt Securities, Available-for-Sale Measurement Frequency [Axis] Measurement Frequency [Axis] Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Insider Trading Policies and Procedures [Line Items] Use of Estimates Use of Estimates, Policy [Policy Text Block] Business Acquisition, Acquiree [Domain] Business Acquisition, Acquiree [Domain] Adjustment to Compensation, Amount Adjustment to Compensation Amount Schedule of Earnings Per Share, Basic, by Common Class, Including Two Class Method Schedule of Earnings Per Share, Basic, by Common Class, Including Two Class Method [Table Text Block] Payables and Accruals [Abstract] Compensation Amount Outstanding Recovery Compensation Amount Net income (loss) per share, diluted: Earnings Per Share, Diluted [Abstract] Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member] Entity Small Business Entity Small Business Developed technology Developed Technology Rights [Member] Accrued Expenses Accounts Payable and Accrued Liabilities Disclosure [Text Block] Company Selected Measure Amount Company Selected Measure Amount Geographical [Axis] Geographical [Axis] Tabular List, Table Tabular List [Table Text Block] Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Schedule of Stock Options Roll Forward Schedule of Stock Options Roll Forward [Table Text Block] Fair Value Finite-Lived Intangible Assets Acquired Aggregate amount of shares purchased Stock Repurchased During Period, Value Sales and marketing Selling and Marketing Expense [Member] Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table [Member] Chief Executive Officer Chief Executive Officer [Member] Accrued liability for indemnification arrangements Loss Contingency Accrual Debt Securities, Available-for-Sale [Line Items] Debt Securities, Available-for-Sale [Line Items] Shares issued under employee stock purchase plan (in shares) Stock Issued During Period, Shares, Employee Stock Purchase Plans Accrued expenses Total accrued expenses Accrued Liabilities, Current Total shares excluded from diluted net income per share (in shares) Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Non-cash lease expense Operating Lease, Expense Accrued compensation and benefits Accrued Bonuses, Current Fair Value, Total Debt Securities, Available-for-Sale, Unrealized Loss Position Credit Facility [Domain] Credit Facility [Domain] Beginning of period End of period Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Accrued marketing Accrued Marketing Costs, Current Number of revenue streams Number of Revenue Streams Number of Revenue Streams Amortization and accretion of marketable securities Accretion (Amortization) of Discounts and Premiums, Investments Current assets Assets, Current [Abstract] Goodwill Goodwill Goodwill Payments of tax withholdings on net settlement of equity awards Payment, Tax Withholding, Share-Based Payment Arrangement Other comprehensive income, net of tax: Other Comprehensive Income (Loss), Net of Tax [Abstract] Authorized amount for repurchase Share Repurchase Program, Authorized, Amount Treasury stock (in shares) Beginning balance (in shares) Ending balance (in shares) Treasury Stock, Common, Shares Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Product and Service [Domain] Product and Service [Domain] Debt Securities, Available-for-Sale [Table] Debt Securities, Available-for-Sale [Table] Options to purchase common stock Employee Stock Option Share-Based Payment Arrangement, Option [Member] Vested (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value Fair Value Disclosures [Abstract] Shares cancelled (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Forfeitures Subscription License [Member] Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table] Antidilutive Security, Excluded EPS Calculation [Table] Total comprehensive income (loss) Comprehensive Income (Loss), Net of Tax, Attributable to Parent Preferred stock, outstanding (in shares) Preferred Stock, Shares Outstanding Security Exchange Name Security Exchange Name Schedule of Investments Classified by Contractual Maturity Date Investments Classified by Contractual Maturity Date [Table Text Block] Award Type [Axis] Award Type [Axis] Net income (loss) per share, basic: Earnings Per Share, Basic [Abstract] Exercised (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise Price Corporate notes and obligations Corporate Notes and Obligations [Member] Corporate Notes and Obligations Number of Shares Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward] Property and equipment, net Property, Plant and Equipment, Net Total liabilities Liabilities Debt Securities, Available-for-Sale, Unrealized Loss Position, Accumulated Loss [Abstract] Debt Securities, Available-for-Sale, Unrealized Loss Position, Accumulated Loss [Abstract] Exercisable (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise Price Number of reporting units Number of Reporting Units Common stock, par value (in dollars per share) Common Stock, Par or Stated Value Per Share Forgone Recovery, Explanation of Impracticability Forgone Recovery, Explanation of Impracticability [Text Block] Research and development Research and Development Expense Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Useful Life (In Years) Acquired Finite-Lived Intangible Assets, Weighted Average Useful Life Revolving Credit Facility Revolving Credit Facility [Member] Expiration Date Trading Arrangement Expiration Date Fair Value, Nonrecurring Fair Value, Nonrecurring [Member] Cash flows from investing activities Net Cash Provided by (Used in) Investing Activities [Abstract] Operating lease liabilities, current portion Operating Lease, Liability, Current Total Shareholder Return Amount Total Shareholder Return Amount Common stock, issued (in shares) Common Stock, Shares, Issued Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Line of credit facility Line of Credit Facility, Maximum Borrowing Capacity Concentration risk (as a percent) Concentration Risk, Percentage Gross Unrealized Losses, Total Debt Securities, Available-for-Sale, Unrealized Loss Position, Accumulated Loss Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] Subsequent Event [Line Items] Subsequent Event [Line Items] Issuance of common stock upon exercise of options (in shares) Exercised (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Weighted Average Exercise Price Per Share Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Abstract] Research and development Research and Development Expense [Member] Common stock, authorized (in shares) Common Stock, Shares Authorized Acquisition of business, net of cash acquired Payments to Acquire Businesses, Net of Cash Acquired Cash Cash [Member] Basis of Presentation and Principles of Consolidation Basis of Accounting, Policy [Policy Text Block] Diluted (in shares) Weighted average shares of Class A and Class B common stock outstanding, diluted (in shares) Weighted Average Number of Shares Outstanding, Diluted MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] 2024 Finite-Lived Intangible Asset, Expected Amortization, Remainder of Fiscal Year Long-term Debt, Type [Axis] Long-Term Debt, Type [Axis] Total stockholders' equity Beginning balance Ending balance Equity, Attributable to Parent Lease extension period Lessee, Operating Lease, Renewal Term Balance Sheet Location [Axis] Statement of Financial Position Location, Balance [Axis] Interest expense Interest Expense, Nonoperating Deferred income taxes Deferred Income Tax Expense (Benefit) Concentration Risk Type [Domain] Concentration Risk Type [Domain] Total other comprehensive income Other comprehensive income (loss) Other Comprehensive Income (Loss), Net of Tax, Portion Attributable to Parent Fair Value, Recurring Fair Value, Recurring [Member] Accounts receivable, net of allowances of $2,264 and $3,859 at SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively Accounts Receivable, after Allowance for Credit Loss, Current Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross Cost of revenue Cost of Sales [Member] Fair Value, 12 Months or Greater Debt Securities, Available-for-Sale, Continuous Unrealized Loss Position, 12 Months or Longer Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Long-term debt outstanding Long-Term Debt Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Document Fiscal Period Focus Document Fiscal Period Focus Business combination, acquisition related costs Business Combination, Acquisition Related Costs All Executive Categories All Executive Categories [Member] Share based payment arrangements (in shares) Incremental Common Shares Attributable to Dilutive Effect of Share-Based Payment Arrangements Ian Siegel [Member] Ian Siegel Balance Sheet Location [Domain] Statement of Financial Position Location, Balance [Domain] 2026 Finite-Lived Intangible Asset, Expected Amortization, Year Two Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] Assets Assets [Abstract] Document Type Document Type Effective interest rate (as a percent) Debt Instrument, Interest Rate, Effective Percentage Commercial paper Commercial Paper [Member] Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] Vested (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Amortized Cost Basis Debt Securities, Available-for-Sale, Amortized Cost Schedule of Finite-Lived Intangible Assets, Future Amortization Expense Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block] Subsequent Event [Table] Subsequent Event [Table] Amortization expense Amortization of Intangible Assets Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Total future amortization expense Finite-Lived Intangible Assets, Net Non-US Non-US [Member] Accounts payable Accounts Payable, Current Fair Value Measurements Fair Value Measurement, Policy [Policy Text Block] Acquisitions Business Combination Disclosure [Text Block] Current Fiscal Year End Date Current Fiscal Year End Date Effect of dilutive securities: Weighted Average Number of Shares Outstanding, Diluted, Adjustment [Abstract] PEO Name PEO Name Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Income (loss) before income taxes Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount Award Type [Domain] Award Type [Domain] Lessee, operating lease, number of renewal options Lessee, Operating Lease, Number Of Renewal Options Lessee, Operating Lease, Number Of Renewal Options Name Outstanding Recovery, Individual Name Cash and cash equivalents Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Cash and Equivalents David Travers [Member] David Travers Disaggregation of Revenue [Line Items] Disaggregation of Revenue [Line Items] Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Net assets acquired Business Combination, Recognized Identifiable Assets Acquired, Goodwill, and Liabilities Assumed, Net Deferred tax assets, net Deferred Income Tax Assets, Net Non-PEO NEO Non-PEO NEO [Member] Title of Individual [Axis] Title and Position [Axis] Additional Paid-in Capital Additional Paid-in Capital [Member] Award Timing Predetermined Award Timing Predetermined [Flag] Deferred commissions, net Increase (Decrease) in Contract with Customer, Asset Subsequent Event Type [Domain] Subsequent Event Type [Domain] Class of Stock [Line Items] Class of Stock [Line Items] Recent Accounting Pronouncements New Accounting Pronouncements, Policy [Policy Text Block] Diluted (in dollars per share) Net income (loss) per share, diluted (in dollars per share) Earnings Per Share, Diluted Class of Stock [Axis] Class of Stock [Axis] Finite-Lived Intangible Assets by Major Class [Axis] Finite-Lived Intangible Assets by Major Class [Axis] Title of Individual [Domain] Title and Position [Domain] Name Measure Name Entity Interactive Data Current Entity Interactive Data Current Deferred revenue Increase (Decrease) in Contract with Customer, Liability Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Sales of marketable securities Proceeds from Sale of Debt Securities, Available-for-Sale Preferred stock, issued (in shares) Preferred Stock, Shares Issued Customer [Axis] Customer [Axis] Schedule of Financial Assets Measured at Fair Value on a Recurring Basis Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis [Table Text Block] Disaggregation of Revenue [Table] Disaggregation of Revenue [Table] Statement of Financial Position [Abstract] Asset-backed securities Asset-Backed Securities [Member] Stock-based compensation expense Share-Based Payment Arrangement, Noncash Expense Other accrued expenses Accrued Employee Stock Purchase Plan Contributions, Current Accrued Employee Stock Purchase Plan Contributions, Current Sales and marketing Selling and Marketing Expense Total assets Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Assets Acquired Including Goodwill Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Assets Acquired Including Goodwill Income tax expense (benefit) Income tax expense (benefit) Income Tax Expense (Benefit) Debt instrument, interest rate (as a percent) Debt Instrument, Interest Rate, Stated Percentage Marketable securities Debt Securities, Available-for-Sale, Current Stock based compensation, weighted average period of recognition Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Revenue Total revenue Revenue from Contract with Customer, Excluding Assessed Tax Performance-based Service [Member] Total other income (expense), net Nonoperating Income (Expense) Statement of Comprehensive Income [Abstract] Concentration Risk Benchmark [Domain] Concentration Risk Benchmark [Domain] Effective tax rate Effective Income Tax Rate Reconciliation, Percent Net cash provided by (used in) investing activities Net Cash Provided by (Used in) Investing Activities Income (loss) from operations Operating Income (Loss) Business Acquisition [Line Items] Business Acquisition [Line Items] Total liabilities and stockholders' equity Liabilities and Equity Other Other Operating Activities, Cash Flow Statement Subsequent Events Subsequent Events [Text Block] Rule 10b5-1 Arrangement Terminated Rule 10b5-1 Arrangement Terminated [Flag] All Adjustments to Compensation All Adjustments to Compensation [Member] Fair Value Hierarchy and NAV [Axis] Fair Value Hierarchy and NAV [Axis] Number of vesting tranches Share-Based Compensation Arrangement By Share-Based Payment Award, Equity Instruments Other Than Options, Number Of Vesting Tranches Share-Based Compensation Arrangement By Share-Based Payment Award, Equity Instruments Other Than Options, Number Of Vesting Tranches Prepaid expenses and other assets Increase (Decrease) in Prepaid Expense and Other Assets Additional paid-in capital Additional Paid in Capital Commitments and Contingencies Disclosure [Abstract] Finite-Lived Intangible Assets, Major Class Name [Domain] Finite-Lived Intangible Assets, Major Class Name [Domain] Customer One Customer One [Member] Customer One Underlying Security Market Price Change Underlying Security Market Price Change, Percent Individual: Individual [Axis] Accumulated Other Comprehensive Income (Loss) AOCI Attributable to Parent [Member] Net income (loss) per share, diluted: Earnings Per Share, Diluted, by Common Class, Including Two Class Method [Line Items] Forfeited/Canceled (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Forfeitures in Period, Weighted Average Exercise Price Business combination, consideration transferred, liabilities incurred Business Combination, Consideration Transferred, Liabilities Incurred U.S. agency securities US Government Agencies Debt Securities [Member] Long-term Debt, Type [Domain] Long-Term Debt, Type [Domain] Product and Service [Axis] Product and Service [Axis] Entity Address, State or Province Entity Address, State or Province Statement [Line Items] Statement [Line Items] Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Operating expenses Operating Expenses [Abstract] Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] Financial Instruments [Domain] Financial Instruments [Domain] Business combination, consideration amount Business Combination, Consideration Transferred Beginning balance (in dollars per share) Ending balance (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value Liabilities and Stockholders' Equity Liabilities and Equity [Abstract] ESPP Employee Stock Purchase Plan [Member] Employee Stock Purchase Plan Deferred commissions, net of current portion Contract with Customer, Asset, after Allowance for Credit Loss, Noncurrent Schedule of Preliminary Identifiable Intangible Assets Acquired and Their Estimated Useful Life Schedule of Finite-Lived Intangible Assets Acquired as Part of Business Combination [Table Text Block] Shares withheld related to net share settlement Share-Based Payment Arrangement, Value, Shares Withheld For Settlement Share-Based Payment Arrangement, Value, Shares Withheld For Settlement Restatement Determination Date Restatement Determination Date Adoption Date Trading Arrangement Adoption Date Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Beginning balance, outstanding (in dollars per share) Ending balance, outstanding (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Operating lease right-of-use assets Operating Lease, Right-of-Use Asset Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] Beginning balance (in shares) Ending balance (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Stock repurchase program, increased limit Stock Repurchase Program, Authorized Increased Limit Stock Repurchase Program, Authorized Increased Limit Provision (recovery) for bad debts Accounts Receivable, Credit Loss Expense (Reversal) Change

in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member] Statutory federal income tax rate Effective Income Tax Rate Reconciliation, at Federal Statutory Income Tax Rate, Percent Exercise Price Award Exercise Price Debt Securities, Available-for-Sale, Unrealized Loss Position [Abstract] Debt Securities, Available-for-Sale, Unrealized Loss Position [Abstract] CALIFORNIA CALIFORNIA Total cash, cash equivalents, and marketable securities Debt Securities, Available-For-Sale, Amortized Cost And Cash And Cash Equivalents Debt Securities, Available-For-Sale, Amortized Cost And Cash And Cash Equivalents Net Income (Loss) Per Share Earnings Per Share [Text Block] Arrangement Duration Trading Arrangement Duration Shares issued under employee stock purchase plan Stock Issued During Period, Value, Employee Stock Purchase Plan Subsequent Event Subsequent Event [Member] Issuance of common stock upon exercise of options Stock Issued During Period, Value, Stock Options Exercised Stockholders' equity Equity, Attributable to Parent [Abstract] Granted (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value Fair Value, Less Than 12 Months Debt Securities, Available-for-Sale, Continuous Unrealized Loss Position, Less than 12 Months Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Schedule of Earnings Per Share, Diluted, by Common Class, Including Two Class Method [Table] Earnings Per Share, Diluted, by Common Class, Including Two-Class Method [Table] Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] 2028 Finite-Lived Intangible Asset, Expected Amortization, Year Four All Individuals All Individuals [Member] Equity Incentive Plans, 2012, 2014, 2021 Equity Incentive Plans, 2012, 2014, 2021 [Member] Equity Incentive Plans, 2012, 2014, 2021 Trade names and trademarks Trademarks and Trade Names [Member] PEO PEO [Member] Income Tax Disclosure [Abstract] Name Trading Arrangement, Individual Name Other income (expense), net Other Nonoperating Income (Expense) Statement of Stockholders' Equity [Abstract] Intangible assets, net Intangible Assets, Net (Excluding Goodwill) Gross Unrealized Gains Debt Securities, Available-for-Sale, Accumulated Gross Unrealized Gain, before Tax Unrecognized stock based compensation expense Share-Based Payment Arrangement, Nonvested Award, Excluding Option, Cost Not yet Recognized, Amount Equity Incentive Plan 2021 Equity Incentive Plan 2021 [Member] Equity Incentive Plan 2021 Class B treasury stock, 195 shares outstanding as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023 Treasury Stock, Common, Value Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Other income (expense) Other Nonoperating Income (Expense) [Abstract] Shares initially reserved for issuance (in shares) Common Stock, Capital Shares Reserved for Future Issuance Share-based Payment Arrangement, Expensed and Capitalized, Amount [Table] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table] Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year [Member] Accrued commissions Accrued Sales Commission, Current Cash and cash equivalent Cash and Cash Equivalents, Fair Value Disclosure Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Local Phone Number Local Phone Number Shares initially reserved for issuance (in shares) Share Repurchase Program, Authorized, Number of Shares Paydowns, maturities, and redemptions of marketable securities Proceeds From Maturities And Redemptions Of Debt Securities, Available-for-Sale Proceeds From Maturities And Redemptions Of Debt Securities, Available-for-Sale Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Total operating expenses Operating Expenses Accrued partner expenses Accrued Partner Expenses, Current Accrued Partner Expenses, Current Shares purchased under ESPP (in shares) Stock Repurchased During Period, Shares Conversion of Class B common stock to Class A common stock (in shares) Conversion of Stock, Shares Converted Other assets Increase (Decrease) in Other Operating Assets Change in operating assets and liabilities: Increase (Decrease) in Operating Capital [Abstract] Financing Receivable, Allowance for Credit Loss Debt Securities, Available-for-Sale, Allowance for Credit Loss PEO Total Compensation Amount PEO Total Compensation Amount Breakroom Breakroom [Member] Breakroom Schedule of Accrued Expenses Schedule of Accrued Liabilities [Table Text Block] Schedule of Earnings Per Share, Diluted, by Common Class, Including Two Class Method Schedule of Earnings Per Share, Diluted, by Common Class, Including Two Class Method [Table Text Block] Income Statement Location [Axis] Statement of Income Location, Balance [Axis] Accrued interest Interest Payable, Current Share Repurchase Program [Domain] Share Repurchase Program [Domain] Commitments and Contingencies Commitments and Contingencies Disclosure [Text Block] Debt Disclosure [Abstract] Common Stock Common Stock [Member] Measure: Measure [Axis] Open Market Purchases Open Market Purchases [Member] Open Market Purchases Preferred stock, authorized (in shares) Preferred Stock, Shares Authorized Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Expense of Enforcement, Amount Schedule of Business Acquisitions, by Acquisition [Table] Schedule of Business Acquisitions, by Acquisition [Table] Line of Credit Line of Credit [Member] Entity Emerging Growth Company Entity Emerging Growth Company Intangible Assets Goodwill and Intangible Assets, Intangible Assets, Policy [Policy Text Block] Entity Central Index Key Entity Central Index Key General and administrative General and Administrative Expense [Member] Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Equity Component [Domain] Equity Component [Domain] Preferred stock, par value (in dollars per share) Preferred Stock, Par or Stated Value Per Share Financial Instrument [Axis] Financial Instrument [Axis] Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Stock-based compensation APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Entity Shell Company Entity Shell Company Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Ryan Sakamoto [Member] Ryan Sakamoto Common Class B Common Class B [Member] Title Trading Arrangement, Individual Title Statement [Table] Statement [Table] Interest expense Interest Expense, Debt Measurement Frequency [Domain] Measurement Frequency [Domain] Share Repurchase Program Employee Stock Ownership Plan (ESOP), Policy [Policy Text Block] Geographic Concentration Risk Geographic Concentration Risk [Member] Numerator: Net Income (Loss) Available to Common Stockholders, Diluted [Abstract] City Area Code City Area Code Current liabilities Liabilities, Current [Abstract] Contingent consideration liability Business Combination, Contingent Consideration, Liability Other assets Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Other Assets Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Other Assets Business acquisition, payment period Business Acquisition, Contingent Consideration, Payment Period Business Acquisition, Contingent Consideration, Payment Period Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Level 1: Fair Value, Inputs, Level 1 [Member] Concentration Risk Benchmark [Axis] Concentration Risk Benchmark [Axis] Total current assets Assets, Current Statement of Cash Flows [Abstract] Senior Notes Senior Notes [Member] Available-for-Sale Securities, Debt Maturities [Abstract] Available-for-Sale Securities, Debt Maturities [Abstract] Repurchase of common stock Payments for Repurchase of Common Stock Exercisable (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Number Document Information [Line Items] Document Information [Line Items] Long-term borrowings, net Long-Term Debt, Excluding Current Maturities Intangible assets Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Intangible Assets, Other than Goodwill Weighted Average Grant Date Fair Value Per Share Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract] Subsequent Event Type [Axis] Subsequent Event Type [Axis] Income Taxes Income Tax Disclosure [Text Block] Basis of Presentation, Principles of Consolidation, and Summary of Significant Accounting Policies Organization, Consolidation and Presentation of Financial Statements Disclosure and Significant Accounting Policies [Text Block] Repurchase and retirement of common stock Stock Repurchased and Retired During Period, Value Net income (loss) per share: Earnings Per Share [Abstract] Accumulated deficit Retained Earnings (Accumulated Deficit) Repurchase and retirement of common stock (in shares) Stock Repurchased and Retired During Period, Shares Class of Stock [Domain] Class of Stock [Domain] Debt issuance costs Debt Issuance Costs, Gross General and administrative General and Administrative Expense Unrealized gains (losses) on equity securities Equity Securities, FV-NI, Unrealized Gain (Loss) Organization, Consolidation and Presentation of Financial Statements [Abstract] Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Net cash used in financing activities Net Cash Provided by (Used in) Financing Activities Underlying Securities Award Underlying Securities Amount Credit Facility [Axis] Credit Facility [Axis] Amendment Flag Amendment Flag Fair value of debt Long-Term Debt, Fair Value Entity Registrant Name Entity Registrant Name Payments to acquire businesses, gross Payments to Acquire Businesses, Gross Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Depreciation and amortization Depreciation, Depletion and Amortization Gross profit Gross Profit Fair Value as of Grant Date Award Grant Date Fair Value Customer Concentration Risk Customer Concentration Risk [Member] Subsequent Events [Abstract] Due within 1 year Debt Securities, Available-for-Sale, Amortized Cost, Maturity, Allocated and Single Maturity Date, Year One Level 2: Fair Value, Inputs, Level 2 [Member] Debt Debt Disclosure [Text Block] Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] Geographical [Domain] Geographical [Domain] Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Notes issued Convertible notes issued Debt Instrument, Face Amount Schedule of Disaggregation of Revenue Disaggregation of Revenue [Table Text Block] Entity Address, Postal Zip Code Entity Address, Postal Zip Code Schedule of Share-based Payment Arrangement, Expensed and Capitalized, Amount Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] Restatement Determination Date: Restatement Determination Date [Axis] Title of 12(b) Security Title of 12(b) Security Concentration Risk Type [Axis] Concentration Risk Type [Axis] Common stock Common Stock, Value, Issued Share-Based Payment Arrangement [Abstract] Cash and cash equivalents Cash and Cash Equivalents Cash and Cash Equivalents, at Carrying Value Certificates of deposit Certificates of Deposit [Member] Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member] Finite-Lived Intangible Assets [Line Items] Finite-Lived Intangible Assets [Line Items] Forfeited/Canceled (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value Shares withheld related to net share settlement (in shares) Share-Based Payment Arrangement, Shares Withheld For Settlement Share-Based Payment Arrangement, Shares Withheld For Settlement Cash flows from financing activities Net Cash Provided by (Used in) Financing Activities [Abstract] Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] Preferred Stock, $0.00001 par value; 50,000 shares authorized as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023; no shares issued and outstanding as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023 Preferred Stock, Value, Issued Number of Options Outstanding Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding [Roll Forward] Cash and Cash Equivalents [Domain] Cash and Cash Equivalents [Domain] Employee stock purchase plan Employee Stock [Member] Basic (in dollars per share) Net income (loss) per share, basic (in dollars per share) Earnings Per Share, Basic Accounts payable Increase (Decrease) in Accounts Payable Proceeds from issuance of stock under employee stock purchase plan Proceeds from Stock Plans Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Current liabilities Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Liabilities Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] Net income (loss) Net Income (Loss) Available to Common Stockholders, Basic Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Schedule of Debt Securities, Available-for-Sale, Unrealized Loss Position, Fair Value Debt Securities, Available-for-Sale, Unrealized Loss Position, Fair Value [Table Text Block] Schedule of Stock by Class [Table] Stock, Class of Stock [Table] Total current liabilities Liabilities, Current Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year [Member] Denominator: Weighted Average Number of Shares Outstanding, Diluted [Abstract] Total remaining stock-based compensation expense for unvested stock options Share-Based Payment Arrangement, Nonvested Award, Option, Cost Not yet Recognized, Amount Share Repurchase Program [Axis] Share Repurchase Program [Axis] Total assets Assets Concentration of Credit Risk Concentration Risk, Credit Risk, Policy [Policy Text Block] 2025 Finite-Lived Intangible Asset, Expected Amortization, Year One Cost of revenue Cost of Goods and Services Sold Restricted stock units granted (in shares) Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Purchases of property and equipment Payments to Acquire Property, Plant, and Equipment Other long-term liabilities Other Liabilities, Noncurrent Share Repurchase Program Treasury Stock [Text Block] Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Commitments and contingencies (NoteÂ 9) Commitments and Contingencies Business Combinations Business Combinations Policy [Policy Text Block] Schedule of Effective Income Tax Rate Reconciliation Schedule of Effective Income Tax Rate Reconciliation [Table Text Block] Termination Date Trading Arrangement Termination Date Share repurchase excise tax Share Repurchase Excise Tax Share Repurchase Excise Tax Accelerated Share Repurchases [Line Items] Accelerated Share Repurchases [Line Items] Stock-Based Compensation Share-Based Payment Arrangement [Text Block] Entity Address, City or Town Entity Address, City or Town Schedule of The Fair Value of Identified Assets Acquired and Liabilities Assumed As of The Acquisition Schedule of Recognized Identified Assets Acquired and Liabilities Assumed [Table Text Block] Debt Instrument [Axis] Debt Instrument [Axis] Amy Garefis [Member] Amy Garefis Total stock-based compensation Share-Based Payment Arrangement, Expense Net income (loss) Net income (loss) Net income (loss) Net income (loss) Net Income (Loss) Attributable to Parent Trading Arrangement: Trading Arrangement [Axis] Investments, Debt and Equity Securities [Abstract] Granted (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise Price Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Forfeited/Canceled (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Business Acquisition [Axis] Business Acquisition [Axis] Line of credit, amount available Line of Credit Facility, Current Borrowing Capacity Area of real estate property Area of Real Estate Property Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member] Entity File Number Entity File Number Cash and Cash Equivalents [Axis] Cash and Cash Equivalents [Axis] Revenue Information Revenue from Contract with Customer [Text Block] Document Fiscal Year Focus Document Fiscal Year Focus Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One Common shares repurchased, amount Treasury Stock, Value, Acquired, Cost Method Weighted average shares used in computing net income (loss) per share: Weighted Average Number of Shares Outstanding Reconciliation [Abstract] Debt Instrument, Name [Domain] Debt Instrument, Name [Domain] Lease term Lessee, Operating Lease, Term of Contract Other accrued expenses Other Accrued Liabilities, Current Total cash, cash equivalents, and marketable securities Assets, Fair Value Disclosure Accrued expenses and other liabilities Increase (Decrease) in Accrued Liabilities and Other Operating Liabilities Name Forgone Recovery, Individual Name Document Period End Date Document Period End Date Investments Investment, Policy [Policy Text Block] Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Aggregate estimated rent payments Lessee, Operating Lease, Liability, to be Paid Beginning balance (in shares) Ending balance (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number Insider Trading Arrangements [Line Items] Line of Credit Facility [Line Items] Line of Credit Facility [Line Items] Contract assets Contract with Customer, Asset, after Allowance for Credit Loss Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Revenue that was included in deferred revenue balances Contract with Customer, Liability, Revenue Recognized Adjustment to Compensation: Adjustment to Compensation [Axis] Prepaid expenses and other assets Prepaid Expense and Other Assets, Current Accounts Receivable Accounts Receivable [Member] Document Transition Report Document Transition Report Document Quarterly Report Document Quarterly Report Due after 1 year through 5 years Debt Securities, Available-for-Sale, Amortized Cost, Maturity, Allocated and Single Maturity Date, after Year One Through Five Customer [Domain] Customer [Domain] Accumulated other comprehensive income Accumulated Other Comprehensive Income (Loss), Net of Tax Entity Current Reporting Status Entity Current Reporting Status Accumulated Deficit Retained Earnings [Member] Amortization of issuance costs for credit facility Amortization of Debt Issuance Costs

Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] Senior Notes Due 2030 Senior Notes Due 2030 [Member] Senior Notes Due 2030 Basic (in shares) Weighted average shares of Class A and Class B common stock outstanding, basic (in shares) Weighted Average Number of Shares Outstanding, Basic Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Capitalized internal-use software costs Payments for Software Gross Unrealized Losses, 12 Months or Greater Debt Securities, Available-for-Sale, Continuous Unrealized Loss Position, 12 Months or Longer, Accumulated Loss Internal-use software, net Capitalized Computer Software, Net Document Information [Table] Document Information [Table] Unvested restricted stock units Restricted Stock Units Restricted Stock Units (RSUs) [Member] Increase (Decrease) in Stockholders' Equity [Roll Forward] Increase (Decrease) in Stockholders' Equity [Roll Forward] Executive Category: Executive Category [Axis] Name Awards Close in Time to MNPI Disclosures, Individual Name Revenue Benchmark Revenue Benchmark [Member] Forfeited/canceled (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures in Period Gross Unrealized Losses, Less Than 12 Months Debt Securities, Available-for-Sale, Continuous Unrealized Loss Position, Less than 12 Months, Accumulated Loss Entity Filer Category Entity Filer Category Income Statement Location [Domain] Statement of Income Location, Balance [Domain] Purchases of marketable securities Payments to Acquire Debt Securities, Available-for-Sale Letter of Credit Letter of Credit [Member] Company Selected Measure Name Company Selected Measure Name EX-101.PRE 11 zip-20240930_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT GRAPHIC 12 image_0a.jpg begin 644 image_0a.jpg MB5!.1PT*&@H -24A$4@ !N8 :(" 8 !X\6CH "7!(67, $SE M !,Y0%USO"5 !V#4E$051XVNS9 0D (# ,/N7U@B"RD'8X"D^!@ M 7)F2)$F2)$F2)$F2GF7,29(D29(D2<:<)$F2 M)$F2)$F29,Q)DB1)DB1)DB1),N8D29(D29(D29*D'\<< L&?, 0 M 0,"8 P @(Q!P %C#@ +&' 2,.0 M @86P/31@'<+2:4J6*MHXBCB@] M$2&N:%+JB#B*NJ424;2.!!%MG"&M*R2$ME)$$$+_((3BGSHJH?67! W5BJ.7 MLVB;HIXWSR1MO.S^]-C9W\SV^TGVGWK?W^$US,[.,S-+! M8*=FS9H9;;;^^H\! X-^0F , "P 1)S M #9 8@X # !DC, 0 M -@ B3D)#BY\^?E)6510G3ASIV[$@M6[:D5JU:45!0 M$/7KUX_"PL(H)B:&]N_?3]>N7:/2TM(FE2Y?2[MV[*3T]G9X\>4*_?OW"#0< M CO?ERQ>Z<>,&;=VZE:*BHFC(D"'BG<+7UY<\/#*S$.T9 0 #UZM6+!@\> M3-.G3Z>U:]?2X<.'*2,C@XJ*BG 2 0 P.V0F , $OEY>51?'P\=>[PA M4Z/6MGP\0UZE&=G:V87D7+UY4[AS8L:D89U:7* /\^?CX M4->N72DT>2F39M&24E)E)F9*>H%I]X_NK [UIT80ZB_U+GFNM8%3FN/("::L M\>/'#SI__KQX;GIY>35Z_[IUZR;:X3PP[LZ=._3]^W?'/FN:ZCVH>MUEMC5O MWER\'_K[^U/W[MUIQ(@1XE[=L&$#G3Y]FAX]>H1!F0 #H'$' 6**RLI(2 M$A+$#"^K7X9:M&A!HT>/IKU[]U)N;JY6G9V_XX[W(T>.4,^>/:6^/'I[>]/$ MB1/%;,7GSY]+.5><#.0DK*H=85:*C8TU+(\[A]"!@L2<51MW$B8F)M*'#Q\< M=__HPNY8=V(,H?Y2YYHWEP0$ 0$](S $ 0*,]??J4^O;M: A0:=VZ-2U: MM(C2TM+HX<.'5%A8*&9T\ME7J7.!E_7D M&3)&O_+[HP;-XYV[MQ)UZ]?%\FTSY_B]'!%1458LD=3DA>NG1)+-LS=NS8 M.ITGV2~3PX8-LWR$L6J=__RRR\N*&I7GZ>E)Q<7%Z$!!8L[2+3 P4,Q\==+] MHP-WQ+H38PCUESK7O"EU;JO<'D%,-%Q.3HY8IM)L$-J,&3/$\I0\X^WMV[?T M[=LW,0CNTZ=/]/+E2_'><>+$"5JS9@T-&#! B><6VI5(S%F]\?VT>O5J>OWZ M-3HE T@\0< T"B>,.G3H\-?S@6?.\0PZ_@Y$??!+Q?+ER\4R'K)>ENU\ M">>E1GBI.DZ^&8W.W;)E2X.^=?'JU2N1I./$ISL[:]>O7V][@\5./!+5U?'O MV[=/R6.U^EZP,C'NKH:NS,ZMNM0#965EHJ.0OZ.Y>?/F?X[^W!%CART=D7RK+T[4+5FRQ.4[MANSC0KM2GWM0=MUEIJJJ2@S0Y#/;CW;MWZ>3)D[1JU2K3)'7-QO""3K^?P$ M0](S $ 0(/QS#>CF7*<++I]^W:C?IMGT9E]?TW2P_R\\,SWA8L6&!8UI0I M4RP9%5M04"!FV[DK,<>=&QD9&;8V6.PT?OQXE\?/([#1@:)&!XH=]XV5Q\2C M^GDFL:OO3!X]>E1VH]]Q,:M3K#LQAE!_J7_-G9J84[4]@IBH'Q[($A<79[K4 MX[MW[QI=QH,'#TQ7L9 =#VA7ZE,ONRLQY\J;-V_$IQU<#>[JTJ4+7;ER!1T5 M :0&(. :+#X^WO!!Q1*E=#1: [*S$NBP9>O_^?72@*-"!8L=]{^.8> 2_ M67*.9]KR4L&[JKMJ,:M;K#LQAE!_J7 -G9J84[4]@IBH.T[*+5FRQ.4[MANSC0KM2GWM0=MUEIJJJ2@S0Y#/:%?]52^KF)BXB8.[4E)21)UG-E"!5V7AF ('4A,0< W"RV08 M+:,8%A9F:3G\?3H=$W/+EBTS+&/=NG52K@>_H/&YEYF8BXR,-#UW/&NONKI: M^9?C^N!O_M64.6'"!!HT:)#AL?/2J^A <7\'BAWWC:QC2DU--?UM_H:.RONN M4LSJ%NM.C"'47^I?T*[4 MJUY6.3%7HZ2DA"9-FF1:QL*%"Z76AP (*5=CL0< "X=NS8,>E+KS&CT:62 M'GZ6[7-R'ATM].7KQX@6U:=-&6F+NX\>/%!P<;'K^$A,3E7\YKH_> MO7O7ELG?!#EPX(#A<;=KUXXJ*BK0@>+F#A0[[AM9Q\0S;%W%UK-GSY2O]U2[M6=UBW88QQA/I+_6ONA,YMG=HCB(FZ24]/-_3JX<.'BV>D+#QKG;^+;4<\H%VI M5[VL0V*.\;OEBA4K3,N)CHY&QP4 @**0F , @ :9.W>NX4,D-S?7\K+^G DF MZ>%GR;YR![K13$)O;V_*S\^7?EVV;=LF+3"LK*RR-/3T_#\\=_OW;NG],MQ M7? WFO*_/SH\K*2BHM+37LO.'MS)DSZ$!Q*'?>-S&-*2$@P_?U#APXI MO>\JQ*R.L>[$&$+]I?XU=T+GMD[M<3OQ45%9&_O_]?O\WU\./'CZ7'W5E_3FB M5-+#SY)]-? NHNZPE+/J47%Q,7EY>TCK"&(]$-SN'/7KT$-_M4/7EN*X6+4>UX< M6UY<7%SMWWE90;.EL]"!XMX.%#ON&YG'=/GR9=/?GSIUJM+[KC-WQKH38PCU ME_K77->Z0-? V"&+BW^;,F6/XV[PLO!WR\O(L7YT#[4IGMBM5KG-Y9NF8,6,_ MR^+[FY/# "@Q3,"B3D '#-U]?7\"$8ZG&S,Q,+1)S-V_>-!VY75A8:-NU MF3U[MM3$'%_CB(@(T_,X:]8LJ0T6V;Y^_4H^/CZUY>7DY-3^FUGRA#^R7E!0 MT.0Z 73:!]6/B6?4FOW^P($#'7$]5*-ZK#LQAE!_N;]<)R7FG-X>:0HQD9V= M+>15H[K6CI4F:BH>/%G:N46[$G677?O-,?/[O?;[QH-JJZJJT(D! *#^,P*) M.0 <,W#V[P(5)>7FYY6;S4BPZ)N3^7W*S9(B,C;;THV:6EI4A-SC&?F!08& MFI[+E)04:0T6V8X?/UY;5FAHZ/_^C4>C!@4%&1[5]NW;T8&B\#ZH?DP\L\L M]P," AQQ/52C>JPC,8?$'!)S3;L]HM(U^P\ /__()UK2!5;%,6E_#0P,L$F3)FG.06YN M+A,%+P_]_K+U089^Y^3D<-LL*BIB A']'<)'N)0@ , S! 4%:;Y$&AH: ME$R0ZNKJN'8O7+A@Z/B:FYO=-BX].[=OWV9CQHS1'+.?GQ][^?*E1WXS3[-X M\6+=!#8[.UMSS!1>S/GS\HH C:!]"1,4YGGUO;V]+_!ZB(;JO6]&'\/PR MOUTK%+=5B4>L[A,M+2UL[-BQFG9)S#*2QL9&C\TMXDH\NXSL=T]/#PL.#M9L M,SP\G/W\^1.%# $/L= 6$. " /E.G3M5\B9P_?U[)!&GOWKV:-JG@-T-G9 M:8E 08N#!P]RYS,Z.IKU]? 49T@]W\?KUZW^)(>WM[?_[F_KZ>NZ8[JZ]BP** MH'T0?4Q=75U<^R$A(<+V7=:\0 9?AS '84XF8<[3\Z1:/**'3QP^?)AK]\.' M#Y;(EQ!7XMEEQMSMV+&#VZX,N3H *@"A#D N,73UY] K*2E)UI??J&Q& M145IVHR)B;%,H* %?>6S:-$B[IQNW;K5D'ZXBZ&%O;2T-.[?S9_7W.\&S9L M0 %%T#Z(/J8W;]YP[4+=&1@K;=UGS AE\'<(Y=I/3T\7MN\RY@6R^#J$.0AS$.;4C$=4\(EW[]YQ M;69F9EHB5T)?B[;NWCQ(M=F86&A90(%/:JKJ[ES,'[\>/NY=R(GS83- M9G.T$1869E]]SX.*)%0LT1HO%5=00($PYRP'#AS@VB\N+A:V[S+F!;+X.H0Y M"',0YM2,1U3PB[@VJZJ+!,H#,?.G3NY M\T!;]/SZJ4O8I)E8O7JUHPWZ(G0X:$4W;ZPHH$"8/%G3MI^?'_OT MZ9.P?97B7.7EY?' M;?O(D2,H9@ @ ! F , . RI:6EW(!_Z#D1M-*SKZ]/])>?R_96K%C!M?GX M\6/+! K#T=_? S^+BXKASD9V=+6S2W-75Q7Q]?1UMC.2+3]JRE3?6^OIZ%% @ MS+GE6;IKURZA^RY;7B"3KT.8@S '84Z]>$05GTA-3>7:K*FID3Y'0EPI3Q^L M*LS1UJF\MM>L68-"!@ " "$.0 "Y#^]50&$D-#0TV+^6Y)T_2+^_B$GSR9,GG5Z93=_1$2$VXM^ M**'8=_:;,::G3Y]RMZ^*CHYFW[Y]\VC?W7G)@$R^#F%.O.>769=L8T,\@G?Z M<,3'QW-M-C4U29\C(:Z4\ELI;E[]NR9[I?# Q*JW09@# #@-!T='6S> MO'E.)3T3)DQ@:]>N993D\,]9U'O+!&5"RBBW[]&C8FV^3U[]BP+" C0 MM!D5%>5681_"G'R^#F$.PAR$.?7B$57>Z?3LY-GL[NZ6/C]"7"GG<]E*<_?Q MXT=NV^'AX2AB " 8/4V"', !WEZ6DI+B4 'E[>[-ERY:QXN)BUMK: M*F5R&104Q+7YX\O'CAL$U?+CDCIK:T MM-A7WFN-D[:000$%PMS0YR0]XVPV&SMTZ!!W53S=3[!P@;;!,N+W4$F8D\W7 M(9_+5IJ[KU^_ZBZ2!0 (%:]#<(< M " 44$KDR=.G#BJA&C!@@7LQ(D3]E5^LB27X\-XJH<'!RT3*#@#+3]WLR9 M,[GSDI^?;T@_1L+NW;L=MC,S,YW^_PD)"9IC3$M+0P%%$6'.'1=MN;9NW3I6 M6ULKU>\A4UX@FZ]#F,,98(^NW_/PT MYX7F[-&C1Z8GS73>86AHJ,/VG3MWG+;!VRJ+DM[V]G844"#,<:\I4Z:PO+P\ M=O/F38]_(:"Z,">CKT.8@S '84Z=>$0UG[!J[(RX$G&,*'-']Z)>G@T ,!\ M(,P! #P"+2%(YTAEYR[< MT%9^(]W>QU.Q1U55E!1UR).$:4N>OIZ>&V'1PCHX.=.7/&?@X=;\7RM/GWPX(&0^9+>UX$BG1-E5K*:GI[. M[5-&1H:I2?/0LQ%S;>OW^ONV,# \X$P!P P%#HK(_JZFJ6E97E]'ETOKZ^[/KUZ\(E2'%Q M<5R;34U-AB1W(@MS5&"AU>B\?I65E9F2-,YAG^_YB2QA,035Z%ML'CC>_+D M"0HH"@MS_^7^_?LL)"2$^]5&6UN;5+^'#'F!K+X.80["'(0Y-> (1%7TB/CZ> M:[.YN5G*' =QI9QJL*HP1_<)KVU:# 8 ,!\(,P! P#=JZ[=Z]>VS[]NTL M+"QL1.(2;>W2V-@H5(*T/CPH?U\#RU;2YO7X]"! " "$.0 $(P,## *BHJV)(E2X85F&B;&)$2I.SL;*Y-.F=/ MYN39G>_\@H(";M]B8F)TS^/S1.PQM.!17E[NUH+,?\]Q,/]\%!$**+S"9W]_MOR'MT_WTMTUO;V_AYI5WO]1S6EIJR7O"+&3U=2OZD"SW*H0YL0L75HM'5/2) M??OV<6V2H(!W#>)**SZ[C.QW;FXNM^V\O#P4'P 0-QW!(0Y YF&SV5AD M9*2N./?\^7-A$]0K5ZYP;1X]>E3J!-"=[WSZ"B@I*8G;/SI/PXA^$'I;!'GB M,EJ@%:%X$1 08,BYBSP^? _[L:#,P,%"X>:7%"'/FS.&>]4G;_EKMGC #F7W= MBCXDR[T*84[LPH65XA%5?8+.7>79/';L&-XUB"LM^>PRLM^]J:G06G\8 M0:V*42-$;+$):E.S01![SU C]JH2Q*:UROWF?+YYFH?>]^/Y? #Z]]S[O5_+D MEV]_GGO.Y_/<<\-6S8D&7*E(G[B8B(2'?;HC;3RY,G3X1M M=NS8T?9W9^;SF?%^G'G]^C7S_,3ZA@5%6+'@,&#!#]8,6G18L6RO:!].+K MZ\O5X<&#![;(OW?O7I+, @4*2/E>#QX*&QSUJQ9VO6)C$!E6]?1AE3IJQFE M@QUR51T+=%V/N*M-/'OV3-AF:&@HYAJL*[40 !G'RY;F35>/&C:7:(%6L6)';9I$B193> M %HQYQ\YAY8V-CW^8:["NU"'LLDOOX\>/"^6&A(3 R0 '+/$0C, 0 D(.Q M8\=R)ZMBQ8I)M4$*#P\7MGO__GUE-X!6S?D3)DP0ZAD8&&B<]+1*CPT;-B2U MY>_O;^IS_?CQ@_GX^'"?:\]J4*6[EO @*"N+JL'[]>EOD1T9&)LDD761]K\>. M'1.V.W_^? *WZA-VH;NLZVI J?!61.;D=%[JL1]S=)BC\:_-K%FS&IDS,-=@ M7:G;V&67WKU[]TS;6 #2S!$(S $)"#DR=/]._?GZO#F#%C;)$ >O3H))GJ^O63^KV*TO86*E2(??OV39L^83>] MV[J.- J1*7T5@3F['A2[K$7>W";J12$$X7KO;MFW#7(-UI79CEQUZ4YI>3T]/ MKLP2)4HD.VP ! NCD"@3D I0X&H;-FR&4&RSY_6R+CS9LWPOSXLFV0 M6K9LR6TW("! V0V@E7,^U1?)GS_5U? J6X<.'3)=#ZH'Z B@DC,H+B[.]>Z M>?.F\#>@U#+NXKR@@#1/![MNWC1KULST>FU6O==_U9I;O'BQ-GW"3G2P=1UM M2)6^BL"]<2&93"A3?_%"Q84+H-DG,]GK_ MY\^? 5W(#/;6<QT'+=27?N-7KUZ9JH=SVJ3@X&#+?H/:M6MSGZE7KUYNX[P0 MV0,9%\K]\^6*I;&J?Y@AD4KI(V=]KW;IUA6E[:1S4H4_8B0ZVKJ_-J=)7$9B3 M>\VIPWH$- O$_5Z]>Y=;YH_'G[=NWEC]76%@8][F6+5N&=27&9>7TOG[].LN1 M(X>P=B-NRP$ @!)S!)S TC:)[-^_WQ(9Y @1U?V0<8/4MFU;;MNM6K52 M<@-HQYP_;-@H^[TWBA- CQEZ4#LE2Y:T)4W2TJ5+N<]#]64^??KD%LX+2L%(M-UMY>FS:M,E2V1LW;DR2E3U[=A8?'R_]>]V[=Z^P_94K5VK1)^Q"%UO7T894 MZ:L(S,FJYE1)0*;^),! P9PVYXT:9*ESY20D, *%"B03& [NW+G9QX\?L:[$ MN"R4WM22]U>OSI5%&6[.G3L'YP4 *@Q1R P!P (&V3"-4_L()+ERYQ)ZO! M@P=+N4&*C8UE7EY>W/;WL=NGW ;0CCG_^_?O1LH@D=XS9\XT18^C1X\FM9$O M7SY#KE5\^/"!YI;*I<"]%4%Q]]]KC1HUA'5D7#WE MG!%](J/ZGDZVKIL-J3)^(3 GWUBQ@TWH$-O$GE+:>:JK^W;:WMW?2344KF#%C M!O>9QHT;AW4EQF5+QBZK]/[UZQ?KV+&C4-:\>?/@N E!8 X (IDPB= M&$U,3#1=QN3)D[F3U9X]>Z3=(&W8L(';/CD=R/F@TL;5KCG_P8,'+$^>/%R] MZ;:&&7KT[-DSJ8TA0X98_CMT[]Z=^SSUZ]=W"P<*L77K5J$N45%1MLA-J MYYR_>?- FH>ZNZD$IB2C=CZ,-JFEB-8FI/:H78<,\Q\?4^W-ZO=*:;&J5*G"E5&V;%F7#C^2X!.-UO7S894&;\0 MF)-O+-!E/0*;$#-W[ERN#$KC:/;:A-;C/%FI34>)=24"O3@RFG6 MK)F1DL9L2.:6+5N4#I_H(=T.]1HD0)[C.,&3-&>P>* M@\C(2*$^?GY^[,R9,Z;(.7WZM-&>< L+%BQ0[KW^ZX84U?U2J4]D1-_3T=9U MLB%5QB\$YN0;"W19C\ F_LVH4:.2R;BX^-9Q8H537\. MJL?D^/["A0MMLY&(B BA,]V*U*\R.5"<:=VZM5 GZ-':]>/&"-6_>G/L<5,^3YE^L*]$'K1R[7&WOR9,G;-JT M:4;*55&[18H480<.'("C @ % "!.0 *9O-#P\/B4*5/254_MW+ES1JT$ MT::3- B2J;>SHQD&.'#F2R*<5=2]Z>@X*" M,FQ#FE9NWKPI+''?'CTHO8_GSWD#S:N90I^]>_=]I4!QYMV[=RDZ M.,D>ZM:MR\:/'\]V[MS;MRX8? Q6W[Y,X)1]+_TW_1W^O_IW]&_I^.Q:L0\ M>_9,V?SK:NBPVI,GXA,"?'?6*##>@0VD7J6+U_.I7N.CHY.4Q"-LE3,F3-'6#N0#B:DY= ?UI4(S%FI-Z5:_?3I$WOZ]"D[M=>H46[-F#1LT:!"K5JW:/]< M\>-FR8\5T !J@, < TS<:SIO5D) 0 M8S-,1=T?/W[,WKY]:VPX$A(2V*M7K]BM6[>,U&UCQXYEY#'KTZ>/\>]3TINQNZ_)U,=3 M@AQ7_ZJ#8=:';,/5 'Y&OU[O[Y\F68[Z- E:_7]GZF+O8NFHVI,KXE5$Z MV"%7U;% M_4(;"+]7+MV39@-HGCQXFSHT*%LQXX=QEZ"@F\T=])-QB[.Q MXD5CS=RM6S=A<)7^GMK;;EA7JM<'51]['7GD5S9O7",@]?_XIDI"6MF8P.=U$- $#A0Y.WCJ;$!JA%)3@2S^SV=K*<:*U^_?M7'.4HGI!&8 M@ZVK:D/NY@"642X"Q8L58 M>'@XBXV-U<:YX.Q8W;U[-^O4J1/S)/1T6;_LV;.SP,! (TAZ]NS9=-6@DM$1 M]O'C1U:Z=&D$YA3LXRGA2"N54EJ>U^Q*E2IEU)TQ\Z2P#.^5;A93S4X$YF#K M*MJ0*G:&P!P"RDY!>Q;,-?KW054# MQF'+.G7JL';MVAD'5=>M6V>DHTYOO6$!R@< < TZ' M$VTF:?- P2(Z:5RK5BW#J>'KZVL$HVC30:DN:=-!-\B:-&EBU'B@4[$Q,3%N M\Z[H)B"E^9P^?3KKVK6K4>^'' =4!R-;MFR&X%2[=#M"'I_%(!KW[Z]L3FC M]$H7+ES0^J3DI4N7DM7G WI!=:QHK!@Q8@0+#@XVZLN_Z?L";//9@$&" MS;:#V06 V,R\[=/C# -P)

WH M=08 "^"7, 0$.8 @(,P! ! 0)@# " M@# ' 6$. L(< !(0Y " AS M$!#F ("#, 0 0$"8 P @(P!P %A#@ M +"' 2$.0 @(

,(X 7"KIJ8F*2@H,**M^?GY M5GL!UFAB ;$ Q"$ 'D3>1.\X^O7KW+ERA4I+BZ6^?/G2VIJJHP>/=IZI*2D MR.+%BV7GSIU25U MPL)"J_UPE^O7KTMV=K;$Q<5)5E:6]7?6:&(!L0 @#K&$> 2!O(F\"ANKGSYJR MYLP924Y.\>%1L;*QLV;)#&QD8.((#A[N>\9&@;S.8U' \VVP!,=.?.'4E* M2C(N)O5O[Z1)DZQ^P!UNW+@1<*W3?SWBX]/3W2VMHJ9E6 =]5!P##W)M1F*,P!P##H[==^?,5D_?NW3.J#W?O MWI7Q2??FS;MDU^_?K% (>1WBHDT%JGMQ$S,<\@%A + .(0ZQ$ D#C,.>6S2Z%.0 F.G3HD$\,BH^/EZ=/GQK9 MER=/GLB8,6-\^E- 24L(@AW$=RLC("/@=^_?Y?)DR?[Q6A]9WRP@O*I4Z>(ZR#O@)WC1&'.+1.?PAP TU17 M5_O$'[U]R:U;MXSNT\V;-W]_Z/K_CZJ]*@8[3.M0:6>HJ:EQ==+JM36: M6 "P28]T=JJ'X- P#>RCR)L!J]?7U 6-T:6EIT)]M;FXFKH.\ W:.$X4YMTQ\ M"G, 3/+HT2.9QO3Q\&#!R.B;_OVL?/;+&M_$9YUJ*ZN3N;.G6O=1DS?L3"< MBZ 4YH@%Q (0H^&&]0B<>V /1=X$.&_7KET!8[3>EC68[NYNXCK(.V#G.%&8 M<\O$IS 'P!3Z(7I*6E^?1/^ZO]AMGK$(4Y8@&Q M ,1H)Q[((&\B;X(WY>;F!HS1;]Z\X>" O -.CQ.%.;=,? IS $QQXL0)O]C3 MT- 047V\=NV:7Q]GO5I^N~7&#68(Q80"T",!L"Y! (F\B9XTY0I4P+&Z,^? M/W-P0-X!I\>)PIQ;)CZ%.0 F>/OVK=^'>\'9,R?H!R6;IJ^O3V;,F.'33^VW M]A_FKD,4YH@%Q (0HP%P[H&\B;P)WA0?'Q\P1O?V]G)P0-X!I\>)PIQ;)CZ% M.0 FV+-GCU__?N91(8O Y1F",6$ M C ; N0?R)O(F M$*.)T6!.(\SCY,W"7"1,?$X\ $[[\N6+3)@PP2?FC!HU*F)O^_#ITR>)C8WU MZ>_$B1.MXP *HXD%Q (0HP%P[H&\B;P)Q&B .8TACQ.%.5,G/B<> *== MNG3)+^:L7KTZHONJJBHF@U"8\ (.:32P@%H 8#8!S#^1-Y$T@1@/, M:0QYG"C,F3KQ! /\KU^_EL.'#\N2)4LD.3G9>O520DP*"S)XJVTH(+URX(._> MO0MYF_5^X ?OWY>2DA)9OGRY3)\?<:.'2M145'6?9Y34U,E+RJ/BHN+I::F M1CH[.ST_S]PP=LW- S5)=72V%A862FYLKTZ9-L\9-7^67DI(BV=G94E!0(*6E MI?+PX4/IZ>EQQ;%[_/BQ;-^^73(S,V7/6H=(R>$^QS2L?XSYN@<*#)6/'S_*Y-<_=NL\SLG)D77KUEG? T]#0(!T='2%KR\N7+Z6\O%S6KUJO/:^.=5QVR=>M6&3ERY%^_O_^M%/;OWR]=75TAV6A65%1803U8._YLT^;-F^75JU<1 M-T_.L251W=W=8CMW[]^^MQ#C8SVC"K/?Z_]=Q M>_[\N2Q8L"#[])-G28H>MN.4%VL"?@Y7KQX87M_FYJ:9.W:M7ZW M0!G(.&ABKY]K8-<&\]FS9P&?2Q-6UKSA/0)]KL90S_MPMMG)'(%@"PP@7FONZ@60@;1?- [^[=^_VNR5:)!8'G(P)=JY'=HZW/K2X]&<\'VY[MV;.X-S^R>RZ&:FX/]??J_DGW4;HWL[M=Y$WD3:'PX\ER&&NNY?A=9UV7< M.K\IS,&8PIQ6HM/3TP=]DN3EY?T' #__^Q=!XQ6Q1,7.&E!0"D60#P+AQKO M/#Q4P!8+:%!1HE%L)';14V,7C1I%B 80-2"*Q%@B:@*V$"N*H(""1!"/*A;@ M!!11(D5T__F]Y,CW_V[VOF_?[KZWNV\F^2(J;[;,[&]G9W9GQ*9-FX0IFCES MICCBB"$7GOM%?NW]]Y[BX<>>DCLWKU;^$8JXZRCFIH:45I:JCQ/O7OW%KJR MFS5XEKA@X<*!HW+BQELSPZ]JUJY@_?3V2A0X>*DI(2;?UKVK2I MN.***\377W^MU:>=.W=&\Y?/?*$"2)+I"L/ZO?LL\:6?=I]UFE;<8"QH*0 MR7<;(DW[JXY6K5HE3CSQQ%AS=OCAAXNE2Y=:Q:&T* U,,+D?V9!W\^;-Q:1) MDXSUE\\L\ZUC35Q;P[0NVM+M.'R7+%DB#CWT4.4Y8KN)[:.T:,Z<.>*HHXXR MLM8QUY=??GGLN08&]^K52[L?P.3%BQ<':6N9Q.9KKKDF6+F8P&+VWX7EEW%5 MOP/TJ4DIB$-<&HO!A? 9_^>47T:E3I]@+Y.RSSS;2Q_'CQY/&X4$"'23NO?=> M\>677XHU:]9$1MO:M6LC4'[RR2=%5545:]^_?J);=NV!1V82UMV,KYMV[85 M=]]]M_C\\^C31 'B3___%/\,,/D9Q/.^TT\KL6+5J(*5.F)#)W*U>N%!T[M=HPU;R>??/+_';@^^NBCV <;4^O'M35TT447U>-765EI;*R8?QP"90X3'(JG M3Y\N:FMKQ=]__QV-^;???A.??/))I)O[[KNO- 5RNJ*BHQ_/BBR_F/8\#BJ!.3ZS<&!.E^^OO_XJ.G?N'&N.V&YBNRD-FCAQ8A1,RQ\3]/BNN^Z* M@L' 1LSQYLV;Q4__23>>><=?OMMT:I5JWI\]MEG'W'5 M55>)]]Y[+ [JLLW7K5K%ERY;HS_AO5UYY9?1W\K\#+_,S=9*.C#GHUQ,83'[M[\(/S+F@WQR88W(^, =P.NFDD_;\^SGGG!/=']!1L&/'#O'"W]$MWQ@D.(M(N.#;W0("YOB6UU='2W00O3**Z^01N*99YXI_OGGGR!UIQC9S9X].S+Z&KH) MHB, [V4;U^^^_%_P6FV'[]NW)@^ZT!0NLSUW=K0W,S2VWW!+=I,6>#_@W!0]=,]BA9G87%Q:0[B%N=]^^]7C M=.%_I?B'#X&3HD!5/$F"[[T[]]?O/;::]'-4JQ[''AAV[SQQAN1T[=)DR9[M_CY>8"$8$4I@SB5,,#6G<>2]8L4*,7GRY,CQD>L8QLNYA0L76I$WGUGF-$Z(AST9..%) M;UR:.G4J:7 _OCC2GR^_?9;$OON...('5'17;??_\]:>3KRBZ?URFGG!+= M^"]6<#]@4;5E9$\\ (0>ART6N-T;0U!KM0X'WC@ 2-K K?GH/?Y_,\]]UQE7H,'#S:.R_???S\Y M?CC)>!_DP)S-=A@+& M\Q@1?; @7[*]++[V4Y D'R;1ITPI^#P?*T4>[MT:-'!Q&8%[8 XOVNK^?-UUUT7! M9QDM6K1(M&S9LJA^L=W$=I,->O_]]TF]0II25:)2FZK,]1=??$&F"+WSSCN5 M^W+;;;>1Z5MGS)@1Y+YA$^]\E8LM+,Z: RYTOXSK^NVYG#@PY[I#4K7] P\\ M,+JY@QNTQ1">ULMXY=:I*);6K5M';J*77799K''BV2MU,PFO_D+3'579X;:0 M2=GE]PVW<>,8S;AM(MM\;R?B,'#DRDD&QO+[ZZBLIKQ]_M_#'6&%U<0SCDR@QL$S1BQ B2/]($J1+2S.ZGR-EZH8D?A]\\ 'O@QR8L]8. M8P%C@<^8X),-D;;]!?VA>.&6<%U:RF((-/XZM[83$V6)+F&"2;FU)2\$3PZ M_?33K=6_XS.+V_:1[X$YZ!#^><,--Q3%!RD7"_6+[2:VFVP0G/F47L&Y')>N MOOKJ6&L-:7GKUD[N#_4V__OO/^5^X+44]8(%*5\W;MP8W+YA"^]\EXMI+,Z: M_RYTOXP/^NVYG#@PY[I#4K5]U;S=6$B'"798@T^#58C*;P[G %6X@!]>C1HUZ? H&>Z:2L:FCNDD2B6>:96&-T<0T]]=13Y!C???==(VL"?:'XQRW$.VS8,*X+A+O M@)0.O]R8,Y6.XP%C 4^8X)O-D1:]A=2^926EI*\4*M&E1"<*%3XWB=R#1-T MY]2TO#=LV- !@:B9;@3D^LZ1O:_@>F,.O>_?N1:>&1(J[0OUBNXGM)AL$?,GO M/U+A%I,654;0R?R7CL407C11*7A7KUX=NR^H+T:]NKS^^NN#VS=LX9WOR%$K(J6QC[K AHX!WW$.'#B_DX*;X M7'OMM-XY,$&['4/QQ.R<.S9LWSR@NPUE&]>_FFV_F?9 # M[Q4@72D A)=^+([J677C(B.ZIO M*IM;/N$9.=4O72-6-G=]^O11XO/AAQ\:XX6<\Q0?U/M0)5?74-^^?/WXHLOQN*G:C 6HIJ:&K)_?KUXWV0 W-6VF$L8"SP'1-\LB'2M+_ M.^\)DH].RO;:VEK20>WCFO/--Y7FNKJZVDBPBZ(%"Q:0O&^]]=:@]@T;>.>[M7$QC<=;\=Z'[97S1\,EQ($YUQV2JWC+PEXJH9 CQ:MKUZY%\]BU:Y=HTZ9- M/1['"',-:.H;=NV44J84'0GCNRF3Y^N+3L;M'.W6R)?R"5L8^X>?11)3Y+ MEBPQQ@LWZ4S(P.4U1*7YP4_G^7HNR8H[MVO73BQ\'<8"QH*L4] (V1%KV%VK"4;=04<]"]\OXI-^>RXD#L31MVC22ATY1W%R2I6DIIL"G+[J3ENQL$ Y(5+]T#TBRN9L\>;(2 M'Z3W,,4+CA83,G!Y#965E9'?FBK.*LL9CE_+EBW%\.'#Q=:M6U/39]1PD>5C MYWV0 W.FVV$L8"S(.B5M0Z1E?TV=.M5*RB,08X\]%D1@SC5,T)E3F_(>-VY< MHH$Y/K.D;VOX'IB;.'&BL;E@NXGM)AOTZ:>?DGU'^K6D21:@0JI44W3333>1 M;> 2? VC[ABF\"T$N)K$X:_Z[T/TR/NFWYW+BP)SK#DG5]K_[[CME7C)@0FJ$ M8NF11QXA>4R:-,G(>)'BQ??"P:[*+LEQ=NK4R1ODHT:-:K!O.=U-V=0U!=/WI,FI(FB^M2E2Q?>!SDP9[P= MQ@+& J9D;8BT[*^'"W[86O%YU L)(3#G&B;HS*E-><^>/3O1P!R?6=*W-7P/ MS'WSS3?&YH+M)K:;;) ,LU]XX87$^X(7051?QHX=:ZP-[$54&ZCM%=]^80KO

Q'%D++J(\$6Q>^^Q7BR^*-J; M5+O2&A_4Q/'3B1,)1[XJ#$18R"+"CSSR2!$E-WWZ=!%5XRKR2'4Q8\8,(=15 MST'H)R6<7*|=Z-&CG<__]SY[;??A'#!M67+%F%HP]_:MFTK?1;M^>"##T*W M!QM>V>:S08,&(@\Z(DQ2ZZM>O+W38 ML'UCDCYAHHS(JGY@XAZ::QIU -@#9*=E$# S8L0($2S@!C_@9 U.U#WVV&,B MM9G_&:0K_JKK[A/T)Q6'*,NZLNI3L %O3"O8%,*RZ@U-5"+A(4@>GGD0]B8ZYC&+%BA5.C1HU0C/P!1=<(!9R MTR<:CN'*%-F@%XXT?_SQQZDMN$F-# [OIX.(OK32!=G.5UY@4$";+EBV+S",+%RX4!:_CM %"[HX[[A#" MSQ24FA]H"*=CCG,R&+[[[KN<[T,JJ:@U6@#5)@_O,L$Q1]E>?*#^4%E96>AO M0>I4&'"C](UI^D06'!T-9T],W$-S3:,. "Q>O%B<_(WS[>"))&1YEO8)673, MN6/4J%e&C2.V D=L-F D+G>Q66=3?9&L 3IF9"|/)*?%!/(VB? [LGQ5RG.F. M.>I)U)/HF"L24+PQJ#(*1NK2I8N(TLI21$18(P.B39 &CTNATEH DA@?1-CY M[^W>O3OYJDC*^'H,((H$ BKLNQ"Q^>:;;;X;J5: "TA>@L#GR7JO2'!2Z6K9L MZ;S\LN1"I+[6&-:-2P$4EH.X[0(S+%1)22'V@(IV..M/CY(O0[=&C1XX#.>E^T$V?R()CSG3]P-0] M--LA7OW[N4^P1+'' ;T+WWWBNM#2B[<)HR"3[1 MQ6Z51?UMV+!A.72G3IUJ[)I&7HG/*YBOPXE-^O?O+] [7K%DS$1V% MZ"H(#N2'QL_@>Z1(06[EM-J#S>-'"WTD"LRV;]]>;(J1?@7MP+]H!R+]>_;L MZ;SXXHMBKI(?""(]V#PG"S0H8,X$>?*"^BHB.I]_/"]YR2 M*Q9TTB>H+Q)]]]YRM6?CO6-!CCP ^//OJH,W/F MS-2RSW =*!W"&'#!^Y!J._G\@H"9/ O:@K!0#UITB3IR9&LVJU,!6J+8,A*P8,&.!\\\TWU).H)]%6 M4EB>TC%'V+G9A #V'Z]&T6J"(B"(B"(B"(C;D973P$1X>.MIP>!.$ 1! M)"Y/Z9@C[/RYOOYNV/'CNP8@B (@B (@B (@B (AXXY6U%142%.0;EIP=>M M6\=.(0B"2%Z>TC%'V >DVO#S]]BQ8]DQ!$$0!$$0!$$0!$$0#AUSM@)I^-RQ M1BTH@B ((A5Y2L<<81_\A3H1;1Y\V9V#$$0!$$0!$$0!$$0A$/'G(W8LV=/ ME=(O,V;,8*<0!$&D(T_IF",(@B (@B (@B (@B (XO^@8\X^E)>75X[S*:>< MXNS;MX^=0A $D8X\)6..(B"(B", ?_P ___LV2&|,F$4!F!!Q61P"Z[! M8#0YF$Q&OUA=@$W787,5;D$$P:Q@,EH,%N7_#?,+=?++?.!X_/ UTX8SF&^ M,\,; 0! T2J5RH^'\NKU>OFEPN%PT$*&Z?"N8 @&^"N7+-<+/9_%H[& SRVLEDHGD Q>Y3 MP1P \$TP5ZX9#H?#EW6KU2JO:S0:<3]=- ^@V'TJF , " 3_4JA/OK MX3WF.AJ-8K?;Q>UVB^?S&;S>52KU;QFL5AH'$#Q.U8P!P "?2C!G MKO]/EF7Q>#PT#J#XNU@P!P "?2C!GKN/Q.. [WNZ8!I+F+!7, &5R M/I]CO5['=#J-;K<;[78[FLUFU&JU:+5:T>ET8C:,Q?[:U2R @@CF M('!' "0@F , ($!", "0@& . $A#, 0 M 0 *".0 $A , <)".8 @ <$<)*0"8 M ^#+X7"(+,O>XEG[_?[7\P+ F_]XA7\L\)X! +Y%TOD' #__^R==TB57QC' M?YE9:LL11?GQ^$!0UX$7(<:";0289P " +P(? M%[*"Q)S"2$E)D1TH_CL %A"9F8F>7AXJ$ZOUZRON[N[: > [;&$8\>.2=H: M'AX.00 U/L@'2 NPSP#-"N+P(?5U&R@L2FT8\&"!515584!ANTQB=+24G)V=M9I9^O6K:FRLA*" "H MUT$Z0%R&>08 H&U?!#ZNHN0"B3DEX>OK*SM0>/8-0-)S"$R,E)'/EQ< M7"@O+T^5;>$33?H)E8B(" PR; (]J!*6E2=JY:-$B" $ *GJW*>"[P;;"! C MH1\! Z#L#GAX\+^4-B3H$D)27)#E1B8BC(Z\"1 "81'Q^O(QM\!61&1H:J MVY2:FDH.#@XZ[8J+B\-@ P_8837!PL*2=Y\^?AQ)*B3F N SS&: ? 0#0 M<0#CKFGY@H^K*/E#8DYI)"R\:O=>O6 M::)MQU:MDB0@%A45H6, @$^%(!T S&> ?@0 0,2A<>/& M]./'#TVV]^O7K^)!M37;VZ)%"]$/ .C#5YWJZTM.[0@(()T #"? ?H1 = M!S#ND"]@8_E#8@X &!2@!0X>/"B1AW'CQFFZS:-&C9*T.2XN#L( )/3ITT**O$#' 0I . ^0S0CP Z#AT#,8=\@5L+7](S!GBX\>/=/3H45JZ="GU M[=N7O+R\Q&D,1T='U6D=N&_BX^,I)"2$>O7J11TZ="!75U=Q M,JE-FS:B7[D?MVW;1MG9V51>7@Y'0D&\?/F2=NW:16/&C*'V[=N3BXN+F-,> M'A[4NW=O6K)D"24F)IHE1_S M/>*]6M9S6D1INMM0O,K_\K-B)TV:1/OW[Z?"PD+$2!K0BUK0.= 3\/&4W$/J!<'I,9^'R_6 M/'[\V*KU-??SGS]_IN#@8,G"JMR+%YQ6KUY-)24E5I.)9\^>T:9-F\C/S\^D M-O"+G1U6I*6EI597ZI:\])\[9FU9K"O9-K=Y0D)YR M=G[59@N@ X&6_!5[Z2I;^%26!.GV]GFKJ:JJHE.G3HFDKJG]P9_ASW(9:M)S M:I$W:]EJI>EN4^-53M0L7[Y<#[(5Z";5.^SU_?UG^0F%,IO'-A_?KU MPA!9.EDY4.!=?C=OWK3[Y'CSY@WU[]_?K'8T:=*$DI.3[9J8XUUPWM[>M>= M=YE8NKLD~S>7@H*"A**P5"9X)XRY21(DYBPKEYT8'Q^?.G'*^A(8X(..FG]!@P88'&_<+T>/7JD&CU7GQ)S2M/=EL2KO//Z MR9,G2,RI.#%G;YT#E*,GU):84Z(?G)>71_[^_E:9QQR+S9X]^Y^Q&'P_Q$NP M;O;^@\3.E4E61LO7BL MY8P/7S\0'AY.UZ]?%U?HL;[@G1^\T!D=`2VN43)T2M7S9T_5 MZTACZ-&CAZ3,Z=.GPQ.UP_Q4HISP3GI.4MO7[5^GHW:K%FSK"),UA+*HJ(BL8/04+*-[ZKE.XMY M5QD[N>SL/G_^G%)24H037-.@<\#'QU+K8L(8*I,G.!]GK?Z=[\0^??JT"G3Y[J_>RE2Y?(T]-3=K'K[MV[=69D;&'(ME%9G0^7RSHW!@P?__9V?K\.&@1WTZ@5*#N+Y.15R!N%?L$$VI#/TK]21X\2) M%$[+?.7+D2'&5CREP.]W=W25ES9@Q0Y,Z4A].PNF7R?W!_0)L.S^5*"=L _3+ M6K9LF59L 70@J&_^BBU]45OI66-\7MX!SPLX/"YUX?,RO!%/[AI(OI;&F*ME M.-">.'&BY/-<9LT;.-2BYZPA&]:0)^Y7?N:(H;IPVXQ%:;K;G'B5G\7"SR3A M36DUY95/W/%X(S&GS#A0;3JG/J,D/;%ERQ:#LNCKZVORM6X)"0DZ961D9*B^ MCZHY=.B0K![EI!M?HU@;_!Y>6S-T^P)\/VW("6P;?'ZMK_^H4/Z0F.-L-2>> M]-L[?OQXD\N:/W^^8A)S,V?.E"V']:LK*Q:/\^[T6HJC'[]^MG4(%8_$TC_ M.DTY[M^_+YN8J+YSWEIU&S)DB,CP&POO)6K%P>@O%M 2099[8DYWIU4_?/B MQ8M%,&^(_/Q\\;!=8^IUX<(%68'K5_3+NGCQHF9L 70@J&^BA83YZJKKG)DL7;M6N>T MTT[SM/G44T\%;NOQQQ_WM - MKUNW3EH^['OAF3%C1O6_'WWT4:>RLE+81G%Q ML=.H4:-3WI?M5T9N6=QZZZU".>#__????[[:*2PL=.K4J>-I8]RX<8'DV;Y] MNW/FF6=ZVGGRR2<#?]N]]]Z+?E>K5JVRRRZK?FSQY7:B/CSSRB.^V?OCA!Z=)DR:GV P3Q@CPP0O7L'EN7!!Q^TPF\3C+D0UCBSX\>/1P?GDT\^"=S6 M\>/'G>SL[%#CIH(H5JQ8@;;1HD6+E$/B%W_\\8=SXXTW"F6*TB"V;-G2J5V[MMO/VVV_[:N?==]\5ME524A):MOKUZSM[]^X-W,;BQ8M1F0H*"K0W*!0? OKIC'(=/GS8.>NLLSQ]W7___5*R+UNVS-,6Z/WFS9L#.7TB MHV\B1[J1GY^/R@<\K(AO?NJH)__\\X\GD(& _,2)0\;8 N9 AFW^"L7%&=4^ M[Y(E2Y3ZO!45%=5\D?[DY.3X3OJDX]]__W7NN.,,3WOGG7>>\\LOOVC/7E"66 Q9I#AP[Y:D='[E85KQX]>M2Y]-)+4^]BBY>V/'CDTT,0>[BMJT:8.VL7[] M^L#RE)>7"[/T41I$>.Z^^^Y #GGKUJW1=J9.G1I:-EDC"NC>>ZYYQZC; %S(,,V?\'7$Q%Q0 MGQ<6KN%W4>7SPJD!=SL-&S9T]N_?+_VM^_;M0W?1#AX\6'N>4ZD;8?0)3OAA M8UCUP D)O]"-NU7'J[9(2LK*[)XE?U"M>-(@7-LA,X"WCOOO"/424C:94KF MIR\@UZM7S_G\\^-&2/P^]SO-VO6S#EV[)BT3] [OG$OI\9G_X\.'H^QLV;#"2(]V !1Q,OMS<7/8\8YR?.NK)B!$C//(LD6+ *%O M',BPS5\Q-3$7U.<=.G2H$I^WM+34J5NWKJ<=.%D6%E!FR=TN+(CNV;-'6YY3 MK1NR^O377W\Y5UQQA;!_\/W\0D?NCB)>?>&%%S@Q1V#QD@KGV 8*/M[##S\L MU$LH=PD)?PQ??/%%JII U=^^^NJKQHS1-]]\DSI]XWYWPH0)H77"76J8?3]S MYA+;-CM]?AO6?XCJ'R?FL-KF\,R9,T>JO: !G^K)T:=/'_3],,>CWN M. PB!*-!,6_>/+2MKEV[AI;MP(§+MT%\.[(PN<(X3)R8R]PNE,()>Q(E'5 F M"2LA\-OWWX5N^^+ _:T#24D_*!7KU[H]T--:A,YTHU=NW:A\MURRRWL><8X M/W74DPLOO-!SWXA,22.=;0%S(,,V?\'7$Q)R,S_OFFV\J\7FQ#0PRBP88OOKJ M*[3MD2-':LMSJG5#5I]&C1HE[/N22RY)Q6:4N3N*>/6GGWY"%T,Y,:<7+U+A M'-M P<>#TI/MVK43ZN8KK[SB>>?//_],<6;5WUQSS37"!![%,1)M3(<3I&'A M/J7(OA_'2VS;:/O\-JS_$-4_3LQAM7_A.?OLLYVOO_Z:%%% C7UL!QK4L96I MUYX.[#+&* WB_'[BM3S_]%&T+%F>3!-S_@,D%M?!U-BC4$W.PLT05_O[[M;Z=ITZ:>/BZ_'(E[6-.-93E\!,X8*7'X E3#D9GCG0# @],OBY=NK#G&>\ MU$U/=NS8X9&E9\^>QMD"YD"&;?Z*B8DY&9]W[=JUH7U>[!Y.>&#A4Q6P123H MTV_IR3AY+DG=2,>J5:O0$Q!5=TA^^>67I+D[RGBUIKO1&?<9?"34\$-V[<6.H.7EW'".[,QC;/=^K4*9(8FWT_CI?8MM'U M^6U8_R&L?YR82[\$UOTT:M3(>?WUUYW*RDH21%%86!C)$5= 04%!K ;1[V68 MZ?CVVV_1MH PDG9V,;G"&&A.S&5N=^[-(JV >S!%=\XPXIN?NND)E*EQRS%MVC3C; %S(,,V?\7$Q%Q2 M/J]H0UN0,HF9,&S8,+0/6&30C>>2U(TJ0-)*5!H(GDF3)I'G[BCCU===>>XT3 M?>.- M-T++Y;XL/&]#&>0D:'HPB[4%1VQUG(#9V=E:&Q3JB;DM6[8H&PMLD1^>A0L7M*FD?2O=@=@[>?EY65\%_0(>Q?N)S&1(]V ,6/&H&WDY^42E8N+RB!".:6@.'[\N+;!F&@7@Q[E/B)M T<<[>/"@T[QYMFW;MOK? MYYY[KO/SSS\;-T9]^_9%WUFW;IUQ_$'%]^-XR4[;1L'G-WW]A[C^<6(. *?! M8-'!KT)%J5AA)D?'CAW1=V5K::?#?1%CU&0@<^05+G^/DFCA"/&,&3-2]UE< M>^VU3ILV;5*!LNC22S^/S@:%>F+NV+%CRL8"RGAA? 5145"AI'XP:UGZ/'CTR MOBO2O[#W=.C*D7[G/=P_P(AW?NJB)]ANZ=&C1RL;*YUL 7,@PS9_Q<3$7%(^ M+UQ 'U7<4(72TE*T#XA9=..Y)'5CSYX]SNFGGR[L;_'BQ<9P=Y3QJNB>3$[, MZ:'[E#C)E#U\3[\$-?_LORY2;$D9C3B2.Q.:IK"5L; MG50=]2.FFVY24C:"@BU@#F38Y]^8F)A+RN<5S6N9W;PBP"DOK \XZ: ;SR6E M&U#AH&O7KL*^!@\>;!1W1QFOBLj;,XP\JOA_'2W;;-HKKW*:M_Q#7/T[,I0..B+[TTDM.DR9-I)4* MR'CRY,G2@6*8R2&2&[Y+5Q+3V6A#]KY;MVZ1&E&=#0KUQ)Q*-&C0(!$GR\^% MKE&7LM2-(]W@4I;ZS?O7JA2UCJ/$9965F1JX3$M(_3LQA^.VW MWU(9VZNOOEI:J:!TD,SNKS"3HV[=NI'N)K4I,;=QXT9AP@,,WX@1(YQ%BQ:E MRD5!F<],8\R).=J)N=JU:R?B9/DIQYB=G8V^"X&*B1SIAFAW]/GGG\^>9\+S M* D]>>NMMSQMP&Y:6>AN"Y@#&;;Y*YR84]>>:%ZK#(A/GCR]E&G3ATM?Z.X M^UV_?KTP?H--)K +V33NIAKBOLC^H9API<8Y-H.[C[=RY,Y5XQ?H8-FR8L6,4 MQWQBWX_C);9M/ >HKA,2TC].S&4"U&@>/WZ\TZE3I\ *U:Y=N\!E.<),CJ9- MFT:Z"\V6Q!S<\]"X<6.TG>'#ATN-)R?FS#PQ!\%?TH#=U)AL<'+(1(YTH[R\ M'&V[0X<.['EJ-(_BTI,!P9XWB\]*I*2F8(M8 ZT&S;Z*YR84]>>:%[+W'\A M MP!QR?FQ[C\T%5NW%O8Q8<($([F;8KS*?F&TITETY!R;0-W'@TV:4,I/I+,K M5ZXT]8\./[19YV0D/YQ8BIH LC8L6.%"^'8T[=OW]@F M!\6:_3H2%G8_$3S//?>E"5E1Z\##SP@;/^&&VY0"_7JQ89*4\]$[!1D75 M[X(%"VJ*P8V'9G*W5'&J[#XR8DY?76?$N?8!,H^WD2K?"!LA#!MC$0R M??_]]KRA^F^\=+O.:AJ\]OZOJ/(?K'B;FP@#L[^O?O7Z,R#1DR));)T;MW M;_1=<%C"HJ2DQ(K$'-Q%A+T_:=(DXXG9;Q]P>C(HX/06Y<1=]]Y[3TH>*K: .=!> M4/=7=/(E; W22L%%1]%M65B8LYPC/^^^_ M;S1W1QFO[MNWCQ-S&NL^)).56 A1"1,L'.B3@FQ^C1H]%WX?+% ML%BZ=*D5B3E1_=L=.W883\QNP*7S6!\5%16!VX++ZRDGYD1S2^7BB2RF3)F" MRK9LV3(C.=*-)4N61,9[[*36(J,GL ,32M6D_WU65E;JKA$94+$%S('V@HJ. M4O E; W2H:0,]OZT:=.4?7->7A[:QAQXTC8*-7]0DFNZZ^_7MCNH$&#C.?N M*./539LV<6).8[^0$N?8!*H^7OJ"+B3H(%&W9LT:X0DZ*#,H6S:5$I?.G3LW M\=_&5M^/XR5>\]#5YS=Q_<<@_>/GH,&# '6C8%1G'Y,#*>,'ST$,/A?XV MD2-M6F*N18L6Z/OEY>7&$[,;<#<3U@=+6@H(3 ML_!ND?)^;2OU%V9_W_ ___LG0EL%<4?QQ6+)RJ%=/CMM]_$NZQIV[5K9_S[[[^&'XJ*BGR5+1/U MS41^S9LWEZ;?M^2YS+MVK5+7JF0VYNKO0=Z.=NN??>>S-6YC#:8N_>O<:Q MQQYK>\? @0,#R? ^[[ZSY7WJJ:>FE7;MVK72^H\;-RZ0LIGS_../WSE%82, MM%)65B;-<]VZ=08);QPU=3]!?[?^?MJT:9[+H,M<0!D87W3IHSKH$F&,(15U MWOW[]QNM6[>VI3_QQ!,#J_,))YQ@RQ_OQ+M5_$:9?. ''W_L.&XQOWWTT4>! MEU]%V9W)]>J(S2..K*]0+XR6S(D3NNEX6..U:-'B0%ZWWWY[TO_OWKW;..64 M4QS[*Q9LR+11DYEZMNWK^_RU-?7V_(]^>23J?MQO<2Y35.=/XK[/Q'J?X[$ M1IDUUW!-FC6^\D)GE+5=JU:M0AL?_QQ6][WWW]_6FGQS;.SLVWIK[GFFDC*2"M#APZUY8? V"'(L4$E5 MOY_DY^I]_[YYY]&Y\Z='?.;,&&"[_+I)+LSL5[]^^^_I1NB M-,RI)1=UD3EQ0Q<=#P96&)X2^9QVVFG"$&>EMK;6 M:DO7K%DS8]NV;; [*,W/F3%N^=]YY)W4_KIVXTS)GK^,(+ M+_C*"TJ!K.VP81C6X'C[[;>EZ?UX:927ESN6*VJ&N3/..."/PA2(4D*#K*3/$ MX,&B--6"U? S;8XXY)N4[2DM+I>^XI;;;7)7UTT_S5C_"7.S9O7JU6*S/P@% MT\Q___TG/)VL^7[RR2=IYS%DR!!;^N[=NT=21EHI*"BPY7?EE5=2ZVQ"Q2SL M? B(S)O3NW=M7&729"R@#XXLN?50'72(,G4K51?KZ)>NEIY?NOOMNWWU4M@&/ M=WDYT:Z[8>ZFFVYRS.O<<_UO"&43IE4E-V96*\'__SS&5UOQ(U,R45=9$[< MT$7'>^BAAP[D@0WVSS[S/&WLF@:B>?\\\79=.]C;[^^FMAB LR:@CHUZ^? M+<_ERY=3]TM#QG&]%,^Y30>=/TK[/Q';R33!CS_^:!QQQ!&Q,J)<=-%%@==3%J8#S^;-MFQW3;-BPP960FSQYLO0="#?B1I%(CL*ACDP;-@PVWLPWA"YP"NOOOJJ+<\+ M+KC 51Z5E952SRP_(AAUCS M1;]57=X'@+'/ M:ECJVK4K=3\7,H[KI7C.;3KH_%'9_XG8GAL-<]9CWW["*%145$@;>O'BQ:$. MN"5+EDCS0-BC'W[X(>U\< <)N%$:+@X&.86+5HD38_*NW;W==GO???S\C MRL3%%U\LS0\A/)Q8NG1ITF\1 C 5LAC6B0>;#.DP9\X<\?L.'3I$PC#WZZ^_ M2L>"5R, ^I2L;=!OW(!Q+6N#$S_'/(RT@SN:Y'E!X<"TG2*6=C]!*<-K+_% MHM(/NLPV@E('Q19<^JH,N$89.I?(B?<>.'<9QQQUGRY70H$&>3G(A#=):\^O8 ML:,PH*@NYX)\[\:&XV;$$95U/(0#QAUGB3P*"PO3ZBM8CQQZZ*'2O@QC,#:#=6\C7#N#<&_6/."X MZ 79:;D77WR1NI\+&!3%P3 '!<_)LPJ> MY&Z^);S^4BD2?NKI%)IAWKQYCFD(L3\VZE3IS;ZGAX]>DC? Z]4*%RI0%D2 MBC!.,$7!, <6+EQH\R+#1/3**Z^XRF?7KEU&GSY];.6^^>:;/97+>L<6'GBK M14U&FI'%6> 2I0LUSB96S,+L) [A#P7J'!#P2_:++7$ 9&%]TZJ.JZQ)AZ50J M+](__/!#Z>:EFSME$LC"R>%T.RYVUT7.!?%>G H8,& 8Q[#AP\/M'PZRFZ_ MZ]6U:]><<\XY-,P%1*;EHNHR)ZZHJN.-'#DR*8R<&R?,QQY[S%$N].S9 MT_7),A7;Z*VWWK*%M,3I0K/'V\K#PQU;L-^4O?C>BFN>^])O;[@A>/6:AS4@,. <+ID'!,$/ 7@^8))$<(> M7DB(OXZ)XNJKKT[:Z,1=/3AV'0? #'(#GB=-EP45%1<(#IC&P$ALH5 MIWC;3G>"?2N M#E5EI!ES/TL\SSWW'#5.!12SL/I)PIO2_-QSSSV!M(D.67I7<_77KII>+D5V.@OUUVV66V].BC+[WTDG9RSN] [GWKJ*A6GZ5Y[[35CQ@12:$+CSSR2'%:GH:Y8 A#+JHL<*, M:G("!@X_=QE!=TAEM'_PP0BFN??5:$2]NR98L0GGBV;MTJ.AO^#Q?' MRM*V:-'">/?==SV_.YVG,6!Y[M2IDZ]W(1PB,IP/73WTSV7ZI/'.P\(/B M L^D7W[Y1810P4(1[0U%T7P\&@O&=]YY)]#OFD#F.9.(I;]FS1IA3(6B Z4(M<<;-OQD]>G3: [TEUYTQC3VYNKF@CM]\K4WTH2'D&)5>VF,28PQT_\ 3%1 Z9 ML7/G3O%-9L^>+?]'[$)@>)5!MG@%&Q9FI2'1__QN_#2EC$P%0M-8/6T1P@WM M0(S0YYZFZB=77'&%+4V0'M*JS064@41'?44UT2(,G4HGG=>Z 2KS6H4LOO[Z MZXTWWGA#G%+"7(OG^^^_-]Y\\TUA)'%*!R-*F'.45SD7/]MD]UUE\M%5=@>Q M7L4I!!AY,BDCXD@8:TT59 Y12TYXD0'6D*7??OMMQN6IBGHP=$+9_>MGGGFF M,67*%+'1G3*($00F3M25E96)$,+6-*U;MS:^_/)+7^6)F^['J5(\YS8==/XH M[? _0,!=!:FMKC6NOO58Z@7E]("S3N=LIC 48)K.SSS[;4_ZXG-5\S#Q.ACF MX\PRA3_=!V%85JY^A#"R6$AY>5[MZ6"8 S4U-4GQ[KT\4+ANO/%&H8CYY8X[[K#E#^\Y765D*F3A=;V$OZ%A+ICQ MTQ3]!'+,*@/AV1ETR .5Y@+*0**COJ*:+A&&3J6K80Y@4R+5Z8)TG[Y]^[J^ MOR=*AKDPC7)NZZN:[/:S7H7W>L(H1\-BN?<%E?#G*K[A#3,:0Q"(>""5,2I=PH+U-C3O7MW M8\:,&6E?6AS6 @QQLQ%.)=7EX^8'IU!&C1J5=-(&>3C]-JJ&.0 O3K?"!A[J M"*5FGC0SI4S@DM)T%2],YL7%Q9Y.%,'#'G5*Q_L77JNEI:4V!3F*AKF$<0 > M:&Z]?2%G<&0>7E)!45]?+XY]F]^#$$%>XL*K("=.0'J$@;(>=T?]2=/./6'V M$WA16].6E)1DI,U4F0LH XFN^HI*ND08.I7.ACD O0&>PMB$.97555Y MUCUHF NGOJK);K?K53P(>6:]JXB&N6):ZW9E#*'J"4G=#+,J:H'__///\(Y MUWK:I[$'=<ZSNV]>3]N%Z*\]P65\.-&B0 MJ$M#0X,M+>X D/4+W$L2!] FN+L*FUYHNW;MV@FC)#; <,P??>&&&VXPYLZ= M&[H7"X37@@4+Q 6P!04%(A0!R@9#1?OV[8W"PD)Q3#X(#\(-&S8(A>*22RX1 MGDPM6[841_/1!O"&&CMV;))W4YS 8O"##SX0%KV[!]]?*,(86Y 9^!,R QX@ MN+RZLK)2.LZ"H**BPC9.$28F2C(2\>>M=9PP80(US)C-I? :M/8#R,*XS@64 M@427/JJR+A&F3J4+J.ND29.,P8,'&_GY^0>^%Q[\'?T,,AZ_T6$]1-26W4[K M53@2(+39@ $#C(I4:2?"L7A"B/IC%@8LW,FE,Z^__KH(9V2N M%T*VD?@!0[-U/IHU:Q8;AA!"""&$$$(((80H PUSQ!>(<2SK%N6+6/C$*(H M965E2>,5]W/4U=5I69>5*U>*4(7F^B#F-XDGULN:8;#=O'DS&X800@@AA!!" M""&$* ,-3@AA!!"""&$$$(((2I"PUR,/_BT:=-\Y35_ M_GQI!QH[=BP;FA -F#1I4M*=4#T[$Y>7EV?H#0N)MV;*%#4V()BQ= MNM1HU:J5=G+=7%Z4?\F2)?R8A!!"""&$$$(((800Y:%A+N8?O+R\W'4>>_?N M-:ZZZBIIYZFLK&0C$Z(9&S=N%*$M<1^73H8YE!>A*QL:&O@1"2&$$$*TYG\ M #__^S=0?F3*_OYMY;I^3WJW?@=%Z=GG?XKW,B #@4V0RF6?K1[_=S/L?^'XC,OE M\M+^_7X?W]_?3_JG,!@8,+RQS683[7;+9[U\9SK]=A 0 !O19ASX,FJ M5"I)H%LNEW$X\)\/L?]?H_C\1C;[39FLUETN]W(Y7)/]_?[_C=;@8, M # P V'.@?_7*A:+2;0# #@SX2Y#[/;[6(RF42KU8IL-OO/0>[KZRM& MHU&<3B=#!0 >($P]\$>KZMC5"HEKZTL M% I1K5:CV6Q&I].)\7B<[+E>KP8(#P%X0Y 2($P!P M "D0Y@ " % AS D)A#@ M %(@S $ $ *A#D !(@3 ' *1#F (7" M' *1 F'O1?#Z/1J,1^7P^ZO5Z\AL !>)H&12T20:46[D21;%&YL1:5 M*!*ABQ2BK! R<">BTB801"2HH#0C4FS?.)YP3_\;8[.G,OH MZ/<#3;8O'FS9:.V M;-G"" ((M!',V1$5%638J.CJ:$00 !;".9L\/E\ MEHU*3DYF!+D[,&D,P#P% ,\BF+.AOK[>LE%U=76,('<')HT!F*< M X%D$_;LD>7+ETM45)0L6;)$ M-F[<*/OW[Y=+ER()Z]>OP_;GSY]DIJ:&LG/SY>=.W?*VK5K9?'BQ3)OWCR) MBXN3#1LVR+Y]^^34J5/2V-@H'SY\"-? G+K\.K5*ZFHJ)#T']1)3$R4F)@8 MTX-ERY;)]NW;Y>C1HU)75Q?6:S%=W;U[5PX?/BS)R^'P^6;1HD:FU9LT:V;U[MY26EDI75Y?.F%!<7F_-(2DJ2V-A8F3MWKKGVJU:M,I)YX5>]][>WEEWGR"8 P M !G".;L-R7@+Z #K??UZU2D9$QZ3':N^/'CT\X/A\^?"A;MVZU-;[T>NAU"8>?/W_*Q8L73?CJ MI"\Z!P\>/"A/GSYU];[CUGW"K7D* #,9P9S]IK@:ICQY\D36K5OG M^(MN7<$3[,H=72E44E)B5H,%^\5[='2TY.;FROW[]T/2'[MI]-8"E?=SLY.LRK.R;'MFTS*S#'NW;MF@F-G-8*]2JU.W?NF!5FP8P]#;+/ MG#DCOW_#0LUOC7;UZU?)SZ):5 M145%9KO.=^_>F3&O*T$UF#QW[IS9QM3JLZ6EI3T-+'0;R+&_=9M 74WT\N5+&1H:DB]?OLB]>_?,\]PF6F&D MQP2BO+S=Z?/, M5JY&_KO24'>L?U:UGCU)A%RQ8(T- M#1/6>/SXL2Q=NM3O-G].Z0HGJ>#.5T]-?;[D2-'I*^O MSV^-KJXNB8F)F37!W)4K5\RKKM;2Y\+Y_GS9_'Y?)8U= M,#:RRLK)LU=(MS]^6HCMV[CJ/)N;F\USZ\;7/7OVK*,Z^OFMPKD3)T[,J/O$5,Q3 M >@I":.':U3(ZR4D)$A$1(0T-C;:JJ,K7OS5TM5&3E145%C6N77KEN/STRW\ MQF^S-Y7]#N0ZZ&M^2?KZM.KJ-YVP)YC14TV<'3O3F?6GJ.'1T=,^8^,17S% \M[2\ #__^S=54M7QS\2PM6*9'-% 0NLH6D+9)9&B(?X"+ID6"T*H';)<+ M"8.0$JE-AK6UD&BA"UM$FS9)B.1#L^C!P AGU8!&B-H3F./Y<81^1'/,.?>< M\=YSYOV"V>GGGON=>_FP]PK! P/^V;=NF^FPHZX\+?%#6\^3GS)DS.>=D M,AEQ\.!!94Y?7Y_6FAH:&I0YBXN+@)% M9<[Y\^>U? (DYQQ97A9*,2<+M70ZG7/.WP6M M25975YH4U;E>]ZZXQ[<.2_VB3#N4P #P!<6E4[Z\6+%]LRLI* MK9QX/* [,V;MWKWC[]JW3\]8]SJ5+EYR_EO*USN[N;JV/6%U==7Z?"..,^!0 !?4,R9#A>8,)25E8F;-V^*KU^_.CEOW>,\>/# ^6LI7^M\ M_/BQ5HY\%*JMK"]?OEBYUI_? Z[,N7SYLI7ON+^_7YD_.3GI_#X1QGT* M +Z@F#,;E/6\UZ]?:V=M5%;(1U/JZ.WM_><[K>0G%HN)]O9V\>;-&Z?F MK7NJX8F)"F7_W M[EWG]XDP[E, \ 7%G-F@K.?-SF7E M.Y;OJ5/EZ[YG+HK[1!CW*0 #X@F+.;%#6\X(*C*3R5A;W_CX^/IC M*W,MY_)5TH5=S"TO+SM_+>5KG;+ C6*6#ODN.56&?.RF#?*\5/E-34U>[!-; M?9\" @"\HYLP&93U/_B(H[/4EDTE165FI*7<[]_AP>E3T]?4%*EWR M-6_=X\@2P_5K*5_K#'*-;D66CWJ[@&'ODT^5555WNP36WF? @ (O M*.;,!N5MGGSLW>5KU\3NW;L#EQ"R_+ASYTZ@DBOL8JZ0KZ5\Y$8MJ[2T-)1B M+AZ/L^\ 0 &CF#,;E+=YORTM+:W_^NWX\>.!RXCZ^GKM=V)1S(5_ M#CX7N6.';LF'8A

M<>C0(3$_/Q^I\]G*X[CXW1?B+^965U?9=R)^_P " RRCFS ;E;=YF M/G[*'IZ>D1U=77.Y=RI4Z,;>XN,B^$_'[!P M !<1C%G-
BAO\W2\?/E2M+:VBN+BXDW+N8F)B4B=3Y2*N;6U->TL^:A1BCG] MK-K:6F7&IT^?V'<.&,F-X>)A]Q]%] M!P !<0#%G-BAO\TRUM+0HUU->7AZI\PEC;K%83'G,5"JEG?7HT2.*
MN0!9(R,CRHSN[F[V'8?W'0 "(.HHYLT%YE??G_RTO+QO-:W1T5+D> M^1ZZ,.83]G'^=.# >4QY,>,YE, MI+_77-35U2F/^?#A0^VLZNIJBKF 6?)]AW]G[-JUR[B4EF[?
OIV5W=G9Z=V^ MLU7W:7C^ P ___LW5V(3=T?!W >#/+22$1$&"$BH:2\I"1,1+G A0Q-7.*" M3'(C=XH+"1?>[BB-.R4A+@@9S$PH%PQ-WHE,Q*RGM>OY-\P^G)ESYOR?
+/VNX[<.# @E^';%155:4><\N6+1VJ M<^?.G8S]S\[LZ)T^>S&G<6EM;P\2)$]O5O7W[=LF] M=PKUG (E K!7&X#55+UVK9;M6I53N/5V-B8VI\-&S9DU7[LV+&I[5^^ M?)FQ35-
34X=#P/]','?@P('48XX;-RX)=;*U;-DRP5R.M=:L6=.N3D5%1?CV M[5NGQ^WLV;/M:BY$X?/'B0W.O]^_Z/WOW[DWMSX4+%[)JOW3ITM3V=75U
M&=M/'F4\;FUM;58U3IPXD>P_?/APP5P.M9J;FU-G M?>W;MZ]3]=Z^?9MZ3:Y9R M&ZB2JO=KVTF3)H5W[]YUN"]/GCQ)_6/ZK%FSPO?OW[.J45-3DWH^IT^?SMAF
MV[9M/^U[^/#A@E^';,V8,2/UN$.'#DV"N]^)8U!65I;L?_3H4<%G3Y\^'9J!E^G[:7%)NS3/ MGCU+OE7USWY]^_;][7)Z774=LA5#GTS'CGW?L6-',NYQ!M;7KU_#TZ=/DR42
M%R]>_+_]YL^?'W[\^"&8R\/YIBTOVJM7K[!{]^YD_/\D?C\N!MF_UI@Z=6KR MO<52?>]T]7,:EZ_,U.<8_@, %!O!7/:#DO56;/6RJ1M#H$.'#H5;MVZ% M5Z]>)6%%W%Z_?
IT$2/%G"Q8L2&T;_[A^Z=*E#E^'M-E'<=N\>7.RC%W\#E@, MKF+(-6;,F)_VV;IU:]['+=_W_)(E2SK=AU&C1H7GSY]W^+P*<<__6VO]29RY MU;-
GSW8U1H\>'7;NW!FN7[^>!$OQOO_X\6-R#QX_?CQ9SO'7&7=QB[,BX_-1 M*N^=0CVG;?7KUR]C_^)[!0 "@V CFLA^4D@_F;MRX$=:N79O,%,I7B!7#
MB;MW[W;J.M37U__V#_.9MIDS9X:6EI:\CUN^[_D/'SZ$.7/F=/CX%145X?'C MQYTZKT+<\\4:S$77KET+X\>/S^F8,:3;N"%C$MZ5TGNG4,]I6YF^81>WY?-
"CQX].G6,Z=.GAV/'CB5+ M+>:BKJXN64XSVT!DW;IUR;>^NN*Z=L4]__GSY[!]^_;0NW?O/QXW?O>LJJHJ MO'__OM/G58A[OIB#N2B&10*=1SVE9<_C9M
M.?.G0M[]NP)*X>N#%.F3 DC1XY,ON\4 M@XCXO:CX_QC$K5^_/OE65T-#0U[[$,.]VMK:4%U=':9-FQ:&#!D2RLK*DN_6
M#1LV+,R=.S=9:K"QL;%HQ[FIJ2D)@RHK*Y,9<3%XB,LJ#AX\.)E5MVO7KI]F MR='U6EM;P]6K5T--34U8M&A1L@QC#(GB?1__C?=]G!&Z:=.F<.3(D?#BQ8O_ M]'AUU7-Z[]Z]9-
G7."LOCGN<*2>4 P "*E6 . "D P!P M 4@F , ("$,P! ! 0CF H $"

MV C<7!,24*<-;BT ;LS,;D>O,P /!-F , (" , < ! M80X "PAP $A#D ("', 0$.8 @ M(,P! ! 0)@# " @# ' 6$. L(< M!(0Y " AS $!#F ("#, 0 0$"8 P M@(P!P#P1P\ #__^S9L0T (! #L=]_:1@ $-
U5MI0N&]Q: ,1FYK:G MXPP #\"7, 0$.8 @(,P! ! 0)@# " M@# ' 6$. L(< !(0Y " AS M$!#F ("#, 0 0$"8 P @(P!P %A#@ M +"' 2$.0 @(

^_ M:;D 2S@1&Y@9N.PZV+7@LIG9[>AU!@ +X)

N_:;X 0)^M"&8D9^Y@UP((#W MS,QI5]L9 ^"?, 0 0$"8 P @(P!P %A#@ M +"' 2$.0 @(

@AU!@ M +X)

,3'X:[C+.SL[]?))OLLUF3V;.F?/D M/,R&K*RL($F2)$F2)/W)()TE.6^3RM@3W(>5)$F2)$F2)$D61!14B'9Q(='1V)>R< *1XWK68 P#(M9!
<7%Z&OKR_$8C$S'?"+Q\?',#Q2HJ*O[S@B0O+R]T=76%_?U]+R!?DLZ+ MN?B_&;]W]O;V)NZE "0HGG78@X (%-M;FZ&\O+RWYKI?N4HA]>T M?'@+?ZOKZ^O0WMZ>-
M?;5X[CH^*_^5=961J6UM;&!P<# L+"^'T]-2) MD'X/*M)F,?>SLK*RQ#T5 !2,.]:U $ 9'+IZ>F0DY/S,LOEYN:&F9F9SPZ- M22LJ*@HG)R=1#:\69F=GW,RM
MNG2Y[K]2:VMK6%Q<#,_/STZ,]'UX$?EQQ.^9_[R/QO\.3GI#0(X*NSK<4< M $"FB7]UY;]_TG][>_LK0^.[-34U)1[>1S"\6LQ!BDQ-3;UY_;RW>#@^/@XE M)249MYC[67-
SL_]3+'T?7OR18]G:V@JEI:6OCJ.GI\<2%P" K\RV%G,)ED M9&3DU0QT6%@8#@X.OFN8?&EH:"CRH1;XG+N[NU!55?7+=5Q75_?APF%\?#SR
MZ_"SBYK[^_MP,)+7F96"BNKZ^'T='1T-#0\.YG67%Q<4H^,XG^_?XN>WM[H:" @ MX-6Q# \/>Z, /CL;&LQ!P"0*>;GYU_-;_&OW8H_C/[&8?*E[.SLL+&Q$>E0 M"WS.ZNKJF]?QV-
C8AW_WZ.CHKUG,);,.[NQOJZ^O?_8K>L[,S)TIZ/;SXH\>T MMK868K'8J^.9FYOS9@$?^P$ /__[-UWC%35%\!QD1565%I<09%> R((*)2 M(BLE!$*08@S%4 ,*@DJ+0 0IH4B7$OX@
:*4@)00FM0%E1 (2P=UER(H($C8 MM< "]Y=SD_V%F;EO9MZ\PC[V^TDF(.Z:;EK$[=>I$1\E;@Q>/O%W#A@T+:8]\ MY\IW+P & SMZ4P!P $'1W[]Y5-6O6#,G=*E:LJ ?
0O4@F.W;L:#EPVK)E M2W7__GU?DEH B:E?O[[Q_W(R C2S:SCN)N[=OWP[2S:PKL0<.'&@9_\LOOZ2S/&;'VZDU M:];X^IT" " QS*WI3 '
09)F9F>KIIY\.R=NJ5:NF'CQXX%DR*?;OWZ^2 MDI*,2:;\^X$#!SQ/:@$DIDB1(L9S-RL^/M ME,P(KU2I4DB[Y#M8OHL! " .'-;"G, !!-F3(D(B\;=Z\>9XFD[EDEH#5 M
&KY\N757W_]Y4L[+AR(_^^RS=!;Z9P3YI9.GGGHJI&W%BA73W\D ! '+DMA3D M ("@FC]_?D3.UJY=.\^3R8?]\<W);"' 0%#5JE4K(F>;/7NVY\EDN.W; MMZL"!0H8$\[DY&1U[-
@Q7]KAU(D3)W0AL7?OWJI^_?JJ;-FRZIEGGM&S$$N7 M+JT_[]:M6ZL)$R:HO7OWJKMW[^:)?B#[_?7MVU?5J%%#S_#);>_;;[^MQH\? MKY?JBX?L2[AERQ;5JUE M^-
$.NW['^^6B_"[.QLRS8/1/MVDR9-;+7QT*%# MQCCGSY\G00$ $"LW);"' 0! M7KS8.$#JU4R+6'EA3DZ.GL%D->@I,[K\ M:$>\?
OCA!]6I4R==:')K)#97$X*HHD,GLOKR4P;N\6=:]>N1;S^ZM6K==^Q M&\OM66II:6EZ)HZ38R$S>L:-&Z?NW;N7I\Y7F?76]%$CQWU-SK'3IT][UK_R
M8V%.9EVZN11OT*\MTE2)4M(4 ! K MMZ4P!P $$2=.W>.R-=>>^TU7Y))*[*DF2S#9S7PN7+E2E_:X2 YULNT#1\^ M7.W>O5L7L:30>?/F377RY$FU:-$BU:)%"\N]J-
:M6^=J6ZQR\HR,#/7""R\D M-/C7KUZ_'?*X4LYY_GGC 'IZ>KJ7
MR;LNJN7.O)*"PD/%@7JF)9MFR9L2"2C2\;1T[=M0%QECD&'7HT,&X/.FWWW[K>O*V,VLHYC2M]YXXPUC7%G" MTE68:]:LF9Z-9><8F(JC5:I4T44MCY)WM6#! OVG MS&J1?
>&L2!&@>O7JEC.!I& EA=QX8DEQJ%*E2L98K[_^NJ/WN7GS9N.2?W8' MSZ7]IN+<)Y]\\LC.T[U[]QJ7NI/]N.SZ^../CKUZ]:ASI39@6YU;\"=C,;\WGR2P W;MS0Y_>F39O4^/'CU:NO
MOFH9KU:M6GJIR?QX;9'^*N=+O$L.R\PXJU@RV_91'.<5ZY<"2F\RON2?5G= M]O777QO;N67+%A(5 1,MM*9'.^*)DV@A2-2K5R_B_56N7-
GQ4F;1]D(:.G1HW%D3SFK64%V8UDM M^S=W[MR$WF/W[MTC8LFL-]E_*U&R1&1XS,:-&_M^CO;KU\^X'.%OO_V6<,R+ M%R_JV4SATF)F3-G&M^?[-7F0?*N
M!YDO7[X<=YR)$R>Z%FO/&EG3Y_V)9FTHU>O7I:#K.^\\X[M M9?V*,S9*4Z%DV4@3>]MZM2I7B3OJDF3)K;B;-VZU;58LA2@U;Z!=DE!Q#23 M,B,CPW%??7BV3.ZC=^_>OIV?
@PGFZ,/63($%?Z5\!N9EU[%"E2 M1+WWWGMJ^_;MKK8U2-<66>+3KJ5+EQICR>Q:+]H8S:E3I_32KKD_6[AP87W- M\I*\JF=K5NW)E$! ! M-R6PAP $#0F)8XDX>39?+L))-
VR$R4&C5J6 ZT M3IDRQ9=V>$5F_9G>E^'PYD'RKB9,F& KSIDS9UR+=?SX<6,_?N>=X?/%DU;][<,F9J:JHZ<>)$OKNVC!X]VG:L M/7OVN')-
<']\CQX]JE)24D(*K3(3TFNRO*RIG0T:-"!1 0 0+3EM@:HO1BRBB M*+%(,-+"RGI54D:V6)$O7M["_WZ]3-X-3_+W]^?V^?]]^ORY7+%VH<
M%Q<747'R_.I<>+CX[DUN.OHZ%"DF#3'\>/'F0];QXX=*[2TM"@R#J4*;7*,9"C>A6?/GHF*_W[M=VZQVMO;J7'L[.Q$Q=FW;Q\U3F9F)I?C\?#A0VK\U-14V<^%A(0$:NZTM#1N
M.8X>/4K-D9B8*/G\TMC-K.2XOW__%C9OWDR-;5UM+5R]>K7/7%O*R\M%QV(U MZ\5>$\P]WL7%Q8*3D]-__]_9V5G?J%/*MV_?J./T]/1$H0(QFI;-.8 M M&;
(D"'4XN[7KU^*%)/FBHR,9#YPC8J*4FP<2A3: P8,D*-X%QH;&U6+ MU=75Q:5!$AX>3HU16EK*Y7C4U=51XZ]?OU[V?*D$!,3(\R<.5,8-VZ_*2
MH7@7OG[]:I&QQ"!+\=%BD&4W>2#OBQ9_WKQYLG\W P("J+EK:FJXY:BJJJ+F M" P,5/0X6L#-++?X9%E+5HXU:];TB6M+6UN;Z%B=G9VJ-.9NW+BA;\+1_DUP M<+"L?
Z32D_=O;V^/0@4 C-6V:,P! :(U6&W,$66:0["M'&W___OU- MSG;@69^2SRLC(T.8/7NVV0_(E7YX;LXQ5B*6&,. /E\S;U\O+RDOV[R7IO
MYLQ&8OGPX0,UAYN;FZ+'T0)N9KGF8.TW1Y:T),U07%N4.S;&8F9E99EL:HI9 MUE7J[Q YEO($ @-X#C3D " 7D*K2UG^D924Q'R@ZN?GI]^W1^YQD ;@
MK%FS9&T$R5"\]XI8CHZ.JC3F7%Q<9/]NLMZ;.:,36'![6XZ^CH4*28E(K,,EB\>#'SH6IT=+2LX[A__SZSN4F:-UNV;!&N M7+FB7X*NI:5%OUR9&86V',5[KXAE966E2F-.B>7E6._-
U#DD!MD3C36S2XUS M0L6;6:XY;M^^SU.+.[*'FQ+%) >?/GT2W-W=F0]5R7)E ME[]=#IJ7A\?'Q0J M &"LMD*9' +SH6;0E+,ENGJ*C((HZC2C>SDF*2Y2N-S90C2UC6U]?CVJ+"L>$5
M_SY\\Q8OKZ^0D=']AJECI.UE.7GR9!0F #0Y_P/ #__^S=6XA-T1\'<,:X MS.0^#U(B1*'(Y44\NA1)O"@EUP>E2,)(\H)B2C.Y3+P()9LV7NOW^QO:YT0@'_I MT:-'4UNSTGX8 (#.Y?
#APVDUV*%"]N]F,R7IT^?AI*2DN8*V:S:O'/G3NC5 MJU>3[CXL7+T[;/U[#9\Z_?.LZ6#KJ5/:HP M 0 @D]I6, < T%5]_?HU#!PX,*5FZ]NW;_CRY4NNB\:,MO9P_/CQG!_O7VV6
MEI:&]>O7AZM7KX;W[]^'GS]_AF_?OH77KU^'4Z=.A04+%J3T];5KU]K<1VWI M_]OL[.VU9+JZNHF ZQ1HT:%\O+R2OT?/ MGCW3]IL^?7KX^/%CI[A/+U^^'
8,&)!VCOW[]P\K5JP(-34UX>7+E\G]'+=7 MKUZ%*U>NA)4K5S:[W\6+%_-R3^?[_\%-'?KB?MFR93D_WNG3IYL,/3+=1HP8$>KJZEK=9[GN\T()Y])[M]^Z%
<>/&M>F8,:1;NW9M$MYU)C%(G#5K5IO[=.;,F>'Y\^=YNZ>[2S 79\@= M.' @)V%NH3Y;VNN9D,M@;N?.G7D)Y@X>/)BVWZ9-FQ0D !D6D,+Y@ NK(W M;]Z$?
OWZI=1MX\>/#XV-C;DL&COTQ7T,6<:.'9OSX\69*LN7+T^63]37U^?\]RC$9TM[M/1-R&+$B6'8L&')L>)+];*RLC!UZM3DA>_)DR<[
MW4RL0A4#]+MW[R8S8.;.G1M&CQZ=+#,8 [CX-]5514) !I5#3FZN#!@Y.E/.,6OX_7X9(E2Y*?>?;LF0NBB_)L*3P7+EQ(M&V_W[MVK8P :))@#@"@0/W^_3MYZ?MW[1:#C._?
O^L< ,B!^)F <=;EWV-M M"OC& P $T1S $ %+#X^5QQ-M'?]=NV;=MT# #DP.;-F].6T*VMK=4Q T M2S ' %#@JJNKTUX:UM34Z!@ :(-+ERZ%HJ*BE#$V+E,* #_(I@# .@&=NS8
MD5+#E9:6A@/* MRLK"[=NW=0P M,+-FS?#D"%#4L;4U:M7A\;&1IT# $"+!', -U(145%RF?. M%1<7AZJJ*AT# !FHK*Q,&4?C]_OW[]"OZQ0 +*N*05S #=1$-#0[*T95%1D9H. #
(4Q\PX=L:E*^OK MZW4(!9U92".0" ;NK)DR=AWKQY.@(,A#'S,>/'^L("R)I@# " M/!#, 0 0!X(Y@ " /!', "0!X(Y @A/\ #__^S9 ML0T (1 #P>N_:2C@'Q&QT8SDS!WL6@ ,!C,_.WH\\9
N!/F M ("#, 0 0$"8 P @(P!P %A#@ +"' M 2$.0 @("

>K5[1@ X,\P! ! P# ' M <,< ! QS $##, 0 0, P!P '#' M 0,

5 MH""EK6B++!+"047HOV2_EW,'Z;Y>N^];>.[U]/G PYZS\.]YWG\4%%146CL:-LO P ,4IY@ " %BCD !(@6(. M 4]"8 P @!0HY@ " %BCD !(@6(. 4]"8 M P @!0HY@]I
7+UY$=W>W)^+W@VZ42Z8M]_E!%GS^_#G&Q\>CKZ\O M3ITZ%VMA9GSY[]7VMLM]?/#@0;Q^_=K)X']0T;D=/'@PES, 0"4@^'AX=BW;]]6]]JJ
MJHJ1D9%=/^Z5*U<*!L6>GIXLAE_S@XS8W-S MOGT;]^[=*WA775IK>[?'F3-G8FQL+'[\^.'DL,=O27+$S]DB^7EP<- +! !0 MVERHF , *+7DHRO__:[VN;FY73_NER]?
HJ&AH6!03(K!Y>7EK(5?\X.,&!H: M*KB&?E4ZO'KU:MN>E];:3FNY:FMK8V%A(95C3TQ,_/(";W+A.V/AU_P@ [Y^_1I-34W;
MUL^)$R>*E@UW[MPIR9K[W37_[=NW6%E9R96*T]/3<>O6K6AK:_OEWEU?7Y_: M_Q'VQA[_].G3V+]_?IY<;MRXX84" "A-+E3, 0"4RNCH:%[>2CYB*KGPFI9B MW\UT_/CQK(5?
\X,,>/CP8<'U<_OV[:)_^_+ERSU5S.WD\>/'>-DL<=OF9RO5IP_20?V5?,IT^?,E',)3Y\^! =*1T[M/O:Y<^><+/;X/->N7=OVAJ DCP D&HN5,P! *1M8V,C=S?:SUGKV+%CN0O&
M:1D8&-@Z=E=75[2VMA8,C'U]?5D*O^8'&=#>WEYP_2PN+OYU>]+2TE+4U-3L M^/C/GS]WPMCCMWS\^#&.'CVZ[>[X))<)!:+E3, :3A'P /__]T)C!35
M$\8]\.)84""B*W*L(G)X$E04%"2@ 510Y!(Q$%=!KGB#B@@+!! %.0T2$S4N M2I KQ,B]@B"B1G 5$1454#Q6T%U6O'C_?"^9^<_L5,_T\5[/S.[W2SHU75A8J)Y[[KD$G[#5
MKEU;E9>79]TYEHX%&_TC)/O)S<$1=G-6O63!T_ M?CPT'XJ*BJ*VZ]2IH_[\\T_U_JU-..44,&E][;7*$OS2/T(J =6K5Q<_
M/__\\T^5O">M7+G2'\=___VGFC9M&N<7XA+$)X000@@A))2X MD,(<(8000DB8C!PY,B'.FCU[=J@^#!HT*&I[V+!AT?_OV;.G>>..-E27X MI7^$5-Z'VRKK\W???> :-
&@@!H[CQX^O#,$O_2.D M\C[<5EF?DPES*%%(.$/$((8000NS'A13F""&$$$+"HF7+ ME@DQULR9,T/UX;KKKHO:1BFKBCSRR"-BX-BX<>-0^^"A[]WKK[^N[KKK+GW>
MD&EX\LDGZS_S\O+4K;?>JF;-FJ5^^.$'+\%OE?$O%=]^^ZV:,F6*NNFFF]1Y MYYVG>W95JU9-U:U;5[5ITT;EY^?KWH(HD><5]"_:L&&+>OSQQU6G3IU4HT:-
M=);F22>=I.V<>^ZYJEV[=NJ^^^[3-HX<.6+M.-$[<>'"A=I6V[9MU?GGGZ^S M0G"L9YYYIKK@@M4QXX=U<,//ZP6+UZL#ATZ5*GLV^+SSS]7SS[[K+K]MNU MP(]C.?
744W4&#OZ._\/9LR8H7\WI(?;;'P@-S)VLE*6F',F*"XN5O/GSU># M!P]65UYYI6K8L*'^7"/K&R]TX#[8M6M7-6'"!-W']._^_\Z(_[EEU^J)Y]\ M4G_WU:]?7\]1]%:]\,(+]8LQ^
[VN7>JVVVY+*-66:H-XB 5\7.,@(EFZ[=L POP; M;[RA11DOQX0-^V!?/^*^5UO)MB%#AF3: [F1L5>L6.$X?H>\/7R/NW?O7O74 M4T^IYLV;>5[7N]
]$(VGXWSENI78G9S#WKHH8=465E9VJ\W M[J-^Y_>UUU[KR4>4LI;&P8L;A!!"""'$:EQ(88X00@@A) Q>?/%%<3$PS*R" M,6/&1&U#-'#BJJNN$H-'9(?
99/_^_>KJJZ_VM2")S*,]>_:D"GXKC7]^%JLA M?#5MVM2S[V[8O'FSSD)(II Q!HW;ISZ]]J_?5\C9.N-'3M69Z0%%7$@JF+. M;]^^/6OLVP*"_3777!/XF)
IN7OW;A,/LA3F8D!&IM/XR'+SRM:M6U6O7KVT M4!STG"-C-L@+*'[N59BO39HT\34_367P9H,P]]=??XDO#R#+EQ!"""&$6'T. MH#!"""&$$!(&=]QQ1T)\=?
GEEX=F'X)!;FYNU/;*E2L=?U<2$2.]BG[__7:?U\7J[[__WG,FFUN?%BQ8(I1.-['\GM, M;=FR11T\>% O B,+#(OTTZ9-TR4S)7LHA^='R
M\G+MSX__JC6KEVK2[BB!&.0ZY)N^[98MFR9JEFS9H)/M6K5TIF.N)= ="XM M+=69H?@[_F_@P('Z=RKNA[$PIHVY7A6%.91AQ$L>TM@H,>GGL^3D*TI 8JYN
MW+A19USCQ9+??OM-??;99_H^<,,--SA^=[SUUEM&SYO3N<3YB/VN\[JAO&\Z MKW>8PARX]-)+$\;IW;LW@S9"""&$$+O/ 13F""&$$$)L U'LK+/.2HBO^O3I M$YH/;
[_]=M3NV6>K4LR.@'Q#0NI4DP(TAT[W)I!@&P>]77WY)N>\[[[RCZM6K)XIS.W?NM'HN(8['}E&]^>:; MU9MOOJE+2>,SB\OYMFW;=$]')S$3&_;)E.N-
\L,5L]@G39ID;%Y"A*OH(^(5 M?&\00@@AA!!KL2N%.4(((800VR#;2HJOGGCBB=!\N//..Z-VL2B9B@$#!H@^ M8X'0-'W[]A5M04!RT]<. E/+EBVC^Z$_E\E%\$SW+T7 KS-
9(G^_]]Y[M7#H M1'%QL:I>O;HKGU:O7BV6NO.Z:/S11Q^)XMR##S[H>@QDR9Q^^ND)8W3OWMWS M>1PT:)#GZY)N^S8H*BH2R]RA%Y=71HT:)98N???==XW.]2Q\( ]T?
5JT:"&. M">%SSIPYQGSMT*&#SO#T\ITGO8R"%QR0+6KK7*)L)_[$9S&5\OIY^*/D9Z M(F;"]880>MEEE\7MCSZ>)HDM<1VI?:?755PS>"'&$$$+L/0=0F'.$$$((L0T$ M#%.]?_R
4F.QV0$H.Y8*"$Y."XOHWV.*V$R^V U9?9&RCVY)D1DD=ID2<<_2?Z4+D!I>I2^?333S^)B]K]^_?WY3M*'TH9/^^__[ZK_:=, MF2(>.TKN>06E_RJ6PLMT^S;N&9%Y$[NA[]CQX\
<]CX?L&RES#N5.D1%D:JYG MX0-YROV0T5I24J*%DE6K5JEGGGE&77+))8[CX24 /_/.R5?T.O0CTJ!3? MO'GSK)U+S%G<-Y"M[9DQCF-%=L3-
,SK'0$E;V.%5QR7C8SUN7/GBG[BNX\0 M0@@AA%A[#J P1P@AA!!B&[SA+L57*U:L",5<;+E!MQEO6'QOW+BQZ#>$&Q.@ M[%B3)DU$&YLW;_8\'A:/DY4G\QK39KI_+@-
^O35OWMQU:4B4>DOED]1++#8(C M2F/Z!>41*X[9KET[5_OB]2C\G+DB"]?"@H*/%V7=-LW#3(KI5*$!PX<\H^7 M^AQ*687Y^?G&YGH6/I ;V7)R\O+S /B8[
M%U[ZH\$/I^^YF3-G6O'1#PZ@ M,$<((8008IMAPX:)P=A[[[T7BOW8Q5&4-73+TT_+?K=H$$#S_V_)*0LJ4C_ M*K^,'3O6F/"5Z?ZY#/@]B\ 0DY+YA(Q+J83EHX\^&LA_E#64?-
^R94O*?9%Y M)>V+S"_?/CAAYZN2[KMFP3]$:6^90GK3ANM6K5=.E#$W,]"Q_(VUU MZM31F;!KUZY5965E5GSUVZ<..)7MW;IUJ[5SZ28C/!9)A,8V9,@0*SZF B]P M-&K4**

[DZY(E2ZS-2[QD(OGYP ,/,'@CA!!""'+'W'$!ACA!"""'$-EVZ=!&# ML=V[=UNWO7/GSKB,%R\9//OV[=/ELR3?(5H%I4>)'N+8;LL72J#\ER0:^8EI M,]T_EP&_+KMI(HLF H0 J>SD-]]\$WCLV"R1R#9X\."4^TF]T+"]]-)+OOQ(M)4YFFGV3C!@QPHC@D>I^%+N-'#G2R%S/P@=R8QMZ0Z(?YIHU:XSZ>O#@0=_C M;-^^7?1UZM2I5LXE2GQZY>677Q;':MNVK14?DX$RT;$B/S*L4;[4)K I^=FU M:U<&;X000@@AJIX#*,P10@@AA-A&*N>%+4A9.+>,'CTZ:F_ @ &>]^_4J9/Q MK#& GFM25@YZ!/GI8>7&9R\Q;;;[YR'@5_???[^Q^81^5[5KUTZPT;IU:R/C M2]DKR I"6=%D2/WNL-6M6U?MVK7+^N?)D=?WUUSN.V;ES9U5<7)SV8SYTZ)#'H'_H-VCB7 M8\:,\3S6IDV;Q+&0M1;F]?[DTD]4_?KUXX169$+:!B5F)3_;M&G#X(T00@@A MQ-YS (4Y0@@AA!#;7'3116(P=OCP8:MV(:+$+O2M6[?.\QBOOOJJZ#LRA(+T M$UN]>K65\F%@XL2)@1?N,]T_#P&_6K1HD;$Y!5%LC%JU"@CXR]$TQ=.A0T49145'@N9Z%#^2!QH3H MV[%C1W'<&C5JZ/YAZ03?09)O085\IW.Y>/%BSV-]_?77XE@0V\.ZWA]\\$&<M(%ZK5BU=VC<,2DI*/N2$D(((800:\\!%.8((8000FR3FYLK!F/'CAVS:G?I MTJ5Q;__[R?0J+R\7,Z2PH7^07YSZU[WPP@N!CQO]U((N@F>Z?QX"?KWH:XKQ MX\>+-@H+"XV,CS*ATOBS9LU*NM^,&3-2EOK#PC=Z%CZ0!QX7V:3#AP\7QT;W8Z+EF7<<>%3AUZA331]^^?2TUUTU:D OU M05E8/#]4HM(98\>.9;9;OGRYY<:=FX6Y'S]^<-N$A(1PV\V:-4O*O.0)LI&1MD0C> #DK0,@S $ R&;ERI7,8.S0H4-"_20E)2GY\N7+SHZ0D<5$ M @SOQ>&Y<^=4VZ%]?=U[V[=N7)^Y5 M$B%XYY&R!?.Z?RJQR?*]9LT:83Y6K5K%]+%@P0)+S763%N1"?=!>ACP_5)[7 M&;S]#^/CXRTW[MPLS#G#64E+RJJ]=>N6\'EYX, !:;]U PAP M@-LX>O0H,QC;L&#]SYLS)MMVU:U=IXPD("&".9]BP8:IM'#]^G&ECQ(@1 MAONW?OUZPR]:K=X_#0&_T&M_]NQ9(:5,KQJYR"/\^?:6+5M4V^M5Z8E M<\:>]/1TIG"D)Z:U>O]4!OS"KS\KXZE(D2*&!2EBV;)E#K:G3IVJ:>P/'CPP MU <:!^L\TGE5?\B&3]^/-/_G3MW#-N^??LVTS;YM.)<-V%!+M1'Z]:MN7Y< M[1/HY>7%;/?QXT?=_2%Q!*<=IMOW[ZUW>\\@?[FS9O"YDS__OT=?%"\8O0# M% X#0NA# ' & &??OV=8BO:$\?40P9,B3;[I@Q8Z2/9_#@P

%J-:8UNK]4QGP"[_VM,]@UEZ&.8_MV[<;LDM9 MGY0=9V]7S4OHG/\?'1UMJ!]I:6G,\UBO7CW+^A?)DR=/F-FB$R=.-&R;)?J1 M+ZW9.1#F'*']QW@^JE2IXC(CDM76QG)++OQM\)'2Q^-L+R.U&4/T1;Z/CP_3!F4 :N7SY\]*^?+EA0E?5N^?RH!?RO4?-&B0 M@Q\Z5U3J4B][]^YUL!D4%*1Y['WZ]#$TMH2$!.9Y'#ERI&7]BR8B(L+!?]&B M1947+U[HMOG\^7/;,T_$_G40YOZ%?D><9BE)Z:U M>O]4!/Q2KC^56F.59UVX<*$N>\G)R4K%BA4=[)T=[SV//GSV^H[")OGZX3 M)TY8UK]HQ9QMY4%NV"Z),?=\I*-@0+*]>O7 M#?7QQHT;3-M)24D(V@ Y*X#(,P!)@%E9^RC[&BHJ(,VPT,#,RV MMWKU:M&,V?.'&:020*+FA?!6>0LPYGS\/;V=KDO$I&8F*BT;=LVNUVK5JV$MOFBU>O]X(#=DD\I7.LN4HQ*6KUZ]4F6+Q%/ZL(-EAS+?M,P_RJQD">T0YK3; MW+ES)]<6/6?CPH4W$^?[]NRU;;?_^_N75-M(RXNCIDE1B4<767MN=N_+';OWLW<;RXD)$1Y\^:-R_:461D:&LK,]B'!(3?-=4D+I,D*.#]@[36GJ4LMSHVK#L=>K4R78]74%B:R8HV_^ A 6%.@$TJ MC\NS-VG2)-U][-*EBX.]]>O7(U@#)"_#H P!P !@%B3:E"A1PF&? MN6_?OHD([+CEKD1)3>U^-4:3U*F4-6J50W9)Y&0A 2MYT@-5NN?T6LA,L;? ML&$#4[RA\T7[(%'F%0D$)-31?H@D)F_;MLTF:-IGW-'1I$D3Y>/'C\+NB7;M MVMGVV**R;1\^?+#U@P[R0<(9_:U]^_;,ML6*%;,)(5;W+Q/*C&1E\5'?A@X= MJAPZ=,B6%4K/-SH>/7JD'#Y\V"9*\]J1:"WC>2=[KIO97[T'G=_9LV>K$L99 MY"R-;'_0AP6T%QU]>$&9>%2BESY$H.=C='2T[9[.^=MV_/AQMS_K9-LC6.*S M7IOT/##:Q\C(2)?7F81>^XQ8*EM*]S)"^/H P!P ##_ \/__ M[-U-B]_' =PUI(5PBH7D2T.*'FXH-RL@X,XVH/'FR(I#SE(<6##;HKD)"4/ M11S1EH>V=1(B#G*Q'+@H4F0_^LYI?;_S^]A9F?U>M6TOZW)S7SG,_;/C NO?E%\-=V[MP9HT:-JIA.GSY=U3Q^??__36/&C&G(N!_?ES5'#Q_J7H>+%R_&I$F3:A[+S)DSH[>WMQ3' MNKSGEZQ;MZYA\SQX\&#=8]RQ8\'O&_7KEV:-" 8LX/_M.PG<@ M /S+WKQY$^/'CZ_HL^;-FQ<# P/U-G8C/IA+OG__'J=.G8KITZ?_]7S7K%D3 MKUZ]JKE&U2C+^,H85GS]^C6ZN[MC]NS95>^C:]>NC8)$R=B MU:I5V7QKJ/'CQ&W_#RE8]35JU=CV;)E5:_3DB5+XO+ERU4=MY\]\KQ".0" HATY+$+*A*/]/=-.ENL.W;M\>Y<^=R"162CQ_ MQO7KU^/0H4.Q?OWZ6+AP8;;LM*W26"9/GIS]GH*P39LV15=75SQ__OR?67Z>MTEUOG9V=63BT8,&"F#)E2C0W-V=3>IT^$VF=T]^,E'7B]]+GU\\R9,UE(E[;K MC!DS8MRX<5E@U]K:FNV_*4RZ<.%"37>[4KQKUZX-Z4&.'CVJ, .1#, 0"4 MQ+=OW[(+G(-[K11>?/GR17$ @%Q_OPY^^>1P?U'ZD=27P(0.,)Y@ 2B1] M)]>OC[K;NW>OP@ N=B]>_>01PG?OW]?80 DQI0 Y$A0$ ZG+W[MV8.G5J M19^Q9:FYNCN[M;80"FG1U=57T%NGU ML6/"% 8 H"""."0" DKMSYTY,FS9-#P8 U&UP/Y'ZB]NW;RL* , P]6."."0" MDGKW[EWV:,NFIB8]& !0L]1'I'XB/;JRO[]?00 AJ$?$\P! (P03Y\^C?;V M=H4 &J2^H@G3YXH! # ,!', 0 0 $$

L, ?!/F ("#, 0 0$"8 M P @(P!P %A#@ +"' 2$.0 @(M

8A.7QC 7FY7+Y\6=:O7R^S9LV2X<.'2^?.G24E)46:-FTJK5NWEDZ=.DEZ M>KH,&S9,IDV;)CDY.;)GSQZY=.F2E):66O],IT^?EB%#ADB+%BUD\.#!YN]P M5V5EI=R^?5MV[=HE\^;-DQ$C1DC?OGVE8\>.TKQY<],&M4T.&#! ,C,S9=&B M19*7ER<7+UZ4]^_?G0H4/<4Y%186<.'%"IDZ=:I)?M1E8\CJZ=^\N,V?.E,V;-\O-FS?E MUZ]?=?YL9\Z<\2Q#_QUN*2XNEK5UTJ7+EWJU?X&#AQHDG5'CAR1=^_></A M\H_D!CL2\5D;XGZDIJ9*KUZ]3&)*DU?;MV^7.W?NF'XRBL+_>:YMMZPYKW,.'3J41N*([]^_2VYNKID-9[OMZ=O\X\:- MDVW;MDE141$W&Z[]2"8QEZ"C6[=NLF'#!GG[]FTDVDL4^O=D?W:C3F/2O^-4 M_;/VM0 P+FXA<0< !(#KIT9>R;R%>O7K5:QH,'#\PR5EZQ5*M6K63&C!EF M^2GE(_[UZ?R]>M7L\3@IT^?Y,6+%_+PX4,Y?/PB9&=GF^4E@WI+W"]9HV_^ M(_H*"PNE7[]^GG7-"T-UTJZ]NW;V:&QL>/'Z6DI,0LR[9E MRQ:S_^*?Y5Y=GJ$?B2'XO=EWSY\^7W[]_4_$ +@3MY"8 P [M.90[')B8*" JMEZ("M6,SA76SJ0I_N,-&[XCYK=O7HE2Y8LJ;$-6OZ!DLP_SFC#5@/0;MQXX9OHEO[)$VHA[4MU;6,'S]^ MF"25)K5T)M"$"1-J[,?T98"Z])5!BU+_GHS/KHOWZN[=NV9_PK^O39>E!@ MSL0M).8(#;]NW;5RVFT66!SI_;^W\^@;SLF7+/(,MW7_FPXO3PK?<#!PZ$NBW9+./QX\]7#R9,G MK9S_PH4+GK,[:#=^4*5,: MO&U$N7_G.]0=.3DY<2^7:6P+ B'[>0F , &[2/;-B]W'ITZ>/F55DR[IU MZSR#K*5+EP9R3;IGC2XW&;98C<'$AO?Y\VNSXOB]"_\QWJ"FT7/7OVK':- M&MMJC L "(=MY"8 P ;MJX<6-C1(]SZXLTE965#=(NZ-_Y#@T3K_:X:=,F&@$-&.6TC, 0 M]SQ__CQN/ZS^_?N;I:EL*"TME;2TM+AX20?4GCY]&OCU+5^^G,0[9G M'105%5DO2V?AD9CCF7&M'FS3!,[(D2-]ZWKUZM61:4M!EC%^_'C?\^O>EHE& M_\YW:-A4555)>GIZM>O4&%=C70 $-FXA<0< !P3W9V=EPLLWOW;FOG]]LO M:/'BQ0FYON+B8FNSE@(,-&F(">2W!%I969GULG;LV$%BCF?&N7JP+3> M,S(RS%*.46E+09:1EY?G>_X5*U8DO$W0O_,=&D:Q_:X>*U>NI"$!#=N(7$ M' <,N7+U\D-36U6AS3LF5+*Z4]^OMW+^_?OFR7(O)8E*RD12=AU3IX[F<0< M_I62DN)9!_JFO6W7KETC,<,2EABI+&4K:T@H <6DB*8:D:)E"XL:2! H(,C2 HILM2"R7/.??*]? MZ;OWO3=O9MZ;._W_DHD$O.?.G;N^<^XY1XC@'#QX4#SVV&.B0H4*CSSXNS-G MSHA(,7#@P$?J)_Z4[2.O?ZOKUZ^+RI4K/]+6&C5JB**B(@X&0@@A1,]SBY)R M<\ AA!!"B+=8MFR9WSEFT*!!MLD?/'BP]MV_?J+;3A0=-#L8(\OCCCTO[MH+BXV/:Z_OCC#UOZN3R/&\X9[W+MVC61E)2D[.-5JU9I-Y:6VB8(X000HBW:-.FC=\Y9O'B MQ;;(/GOVK*A8L:+T8+5NW;J(MO/4J5,TS)$2JE>O+NV# _/Q\W7Z@.%KGT:-'M169FII@P88+HU*F384")CX\75:I4$4\\\82Q?O3OWU_,GCU;Y.7EB7___=<3 M<^;!@P=BY\Z=XIUWWA&]>_<639HT,=J/=2TN+DXT;-A0)"!XHUV3GFEU]^L47^!Q]\H%0&J91'+CX(AJ74,B,KU&?ITJ669??LV3/H MN\-STLYOX28:-VXL;0.4A;J-0;/C)AA0F"P'#-FC#AQX@0WF!" 4?U+:'$OWKU:L3FEBYU8&RJ MY,-P%"ETW=\#\?#A0_'YYY\;EQ#,KC$H@[*082?W[MT3"QG&]?+0H4/2>G___7,LQU[]Y=VH8! P9H-P;M,D[MV[=/C!PY4ND% M8^:!IT2X!OYH&^9V[]YMK%%6ZH-7#0P7]^_?YT:CX.3)DZ):M6K2[X<<93VM P[(CHW-*E#K>$LM1U?UN7;M:7FO@$7;\^'%;WNG'A0NB2Y.3QWJSA DP((83HIX^A88X00@@AWN'YYY_W.\-T M[-C1%ME0**F4,*^\\HJ.!T$:YCQDF'O[[;>5!H'/*"@H,!2^ER]?-HR/\^?/%YT[=Y;6BS"?3N0MU!V,H:>??EK9 M7QAOD9Y;NM2Q?_]^I7P8<2*!SON[C*U;MTJ-Q AY#(^NK[[ZRC!R%145&9YH M^#/^;O3HT=*PR) %F5: Y[+*LSO4!^N6SSO,B3&IPWK9H4,'OWH0/I<00@@A MVNEC:)@CA!!"B#= +I#:M6O[G6%>?/%%6^1_\<472D70QQ]_[)7#8=1E^<"M M=95<*,?L %X /IE0QEVZ=$G;\?_--]HOQ=RI\'HY.4Q&*I\>!#^^>>?0;ZO((+LT@[#+V9*Q-,!C" _6SSSXS+ER5;@^,MM3"$VSTF=5DO93DL:)@CA!!"B#? ;6S9&>:]]]ZS13YN M2ZL405NV;/'*X3#JLDK3MFU;1ST8ID^?7B(S)25%Z_$/I5S3IDV5?0&/AV7+MEKDJ%&&D#7,]>O0P92#!FB(S]D/!?/OV;5>W/2:;D_/SSSU)E M\YMOOLE-YW_\U(5+C4N+L[Q_'RZ&^:>>^XYI?SMV[='I ^]LK_GY>5)0QV^M]=9;EO;'TB$:=^W:95K62R^])/VV24E)(7ET([=:FS9M2LHA1YV=8U*G]?+= M=]^5MOOTZ=-D!L677WXY+'D(<2?SV-\Q%ALT:.#W_LBS^?#A0]/R\.UE MGG,(ZWC]^O60Y7S[[;?2[U]_?OV2L)2A@#V_=>O61EF9\2O<,:G;>KE\^7)I MN_&=^2&$$**5[H6&.4(((81X@T6+%DD//-NV;;-%/G+5J11!.MY4UL$P=_/F M31$?'R^5G9Z>;DGV^O7K'_& "D=QZ3;0AG[]^H64JR-&N4G%XILY-,+%X3!*RLS.3FYW.\[LKRFOF?$MB!&>F$=.U0'OU6>>>48I&R$9(X47]O>)$R=*0^]>O'@Q;)GGSY\7L;&Q?G)? M>^VUD,K#0UOER8UPU69!7^!BCIVY875;+[_\\DMINS,R,OA#@!!""-%+]T+#M'"&$$$*\P>3)DZ4'GKU[]HB'WFZ5(H@,[?'77XXC+JLLKSZZJM*SR\KQK1G MGWVV1-\^?,],P^0/ZUSY\XA&>=\3XT:-8QQ8\@?=./W'8##YV=Q98N5?8CO(JL>O6Z91XY40>,M.VR*]>O;I2$6OU MWY2+#H=1EU660*'.P@T_>?CPX4?"8L*8Y25NW;HE!@\>;,HX5SJ'4)\^?<22 M)4O$N7/GM!F#P>07%!2$+>? @0/2]_SDDT]I4Z=*MWQV&)ZL<.7)$*GO:M&E!RPX9,L3V*"%A87*G(YFQZ2.Z^6Q8\>D[>[?OS]_ M"!!"""%ZZ5YHF".$$$*(-Y"%F\-C)8Q3:7!#*7*4(0K@FCQP.HRY+!A2U,ODIM*2EAR7O]]==M"7'H=K*RLD3=NG7#,M#Y'BC0$2;VTJ5+KAZ#3G+Y\F7I>R+_ MDIO:CI"D\'XL*[-=NW:V? =9]+R:-6MJN?Y9_MNX<1Z%6\<___QC M&%(.'3HD%B]>+/KV[1MPO1DX<&!$O7:]L+_?NW=/FG.M9EL>]KNLEPHO*VHTUB1!"""%:Z5YHF".$$$*(-WCR MR2<=#4,52'%G)=>4RPZ'49PJ.P/)&6MEJ;L/UP0B73.QF@:YNQZX'V8F9D9M3[5>7__\<^-\-YV,6G2)&D=>7EY MRC(Y.3G2,@A/;94Y<^98'O>ZKI=__?675&ZK5JWX0X 00@C12_="PQPAA!!"MO$&C1HVD!Q[#0*&N[MRYXY7#8=1ER2@N+I;>;,<#!9T95JY<65*V=>O6 MY69^8(PBA]R@08,"*J&#/0CS!<6J'?FS=#',J=X5:XZ;VO[11Q])9:+?[0#AMYV3R,S(RRLT\VKESIS*,7EQ]KNLE0JO*Y"8E)?&' M "&$$**7[H6&.4(((81X X0(DIUA H5:,D,@CR.[O/)<<#B,NBP54Z9,D=;1 MN'%C4QX-'3MV+)<&A=(@IQYN\R,/76QL;%@*]7KUZHD]>_:X9@Q&8[[$..F MM@\?/EPJ$V$$[0!YEV3RRTN>.7BJ)"8F*OMN]>K5VJ_E9NL(]8'A"X:#]NW; MBY$C1XKT]'1C_;!K?R[/^_N($2.D[PTCLET@9Z*L#O2E"EP"D979OGV[Y??) MS\^W/.YU72]5'MP(+4H((800K70O-,P10@@AQ!M4KEQ9>N"QFLO$1VF#3MD' M"AB/' ZC+DO%T:-'E?5_?77(;OO_\6V=G98NS8L:;S MT56I4L4(5^:&,1@*O_WVF^$QB1R#7;MV%4V;-A5UZM11KAVA/&YJ.T)KRF1> MNW;-MK$BD]^S9\]R,5=@A%#U&XPC7EC+W3)7(XW.^SN,G;+W/GWZM&UUG#QY M4EI'APX=E&7P;TZ]ERKOIYDQJ>MZB8M(JG#3A!!""-%*]T+#'"&$$$*\@=.&M.=7M:CMO6+O@/&E909/WX\)TT9[M^_;WA9()]0 M_?KU0S),(<3HJ5.G7#MN,/^SLK)$MV[=' G%YX;YY\.L8=6NIWGSYIZ?&ZI\M4;YPC/"F\):'NTU/EKHO+^KYKV=X4$+"PN5GM,JFC1I(5UP39 M@=BX<:.T'N1\.G?N7,"R\(Y#Z$%?&7C/$368-UNV;!$]>O0(JFA$2$PWCAMX M628G)SNJ9'7#_/,1;EA2JT_MVK4]/1<0-B\^/EZ9.2 E9 L")2$()L!6M%8,P_29O'O'-?W[RY M\V9Y_Y=,-&7FGCLS]YY[WSESSC$,0@BQ1>O6K8V33CHIZJBJJM+2?E%1D=@^MCBE3I@3N>:GNQ>NV8H%WV:Q9,U%67EY>S&L+"@IJSNW6K1LGC V*BXN-CAT[M*M\SCK5KU_IJW*Q>O=I(3T\7VV_2I(GQV&./&8L6+3+*RLJ, P<.&,>.'4MJ M7]VX]Y-//CGF.W+KJ%NW;FC'_I$C1XSL[&SEO3_UU%.ATN5>ZWBO"/+ZKIKW MM>DT.QP]>E244:=.'>4UIYQRBJO]/;OWZ^E_>W;MRL-+4.'#@W+YM#SMFICU*A1HJQ6MK5H9__WWG_*ZSIT[UYQ;6%C("6,3S*,KKKA"^:Z?>^XYWXR;+5NV& T;-A3; M?OCAAXW#AP][WEO7IBFS"JD\08/7JT\EUU[][==-R%29?[0<=[09#7M=]6\/W3HD#89%145HHSZ]>LKKVG4J)%X32+ZUXTQ&51]N7?O7K'?F9F95-B$ M$$)(L&PO=,P10@@A)!RHHAIV[-BA34;7KEU%&?A[2#:'GK=5&W"ZJ+YT1]2#MQ(H5*VK.@<-&I\$RE=BU:Y?1N'%C\=GWZM7+-^.F=^_>8KMCQHSQQ7QQZ]Y5 MT:2("'3V^>*++Y2Z)BTMS?CEEU"I\O]H..](JCKNVK>0U_K8N?.G:*,C(P,MY37MVK43K]F]>[?C_B#]SNF8#*J^5#F1>_3H0:5-'"&$!,OV0L<<(8000L)! M3DZ.N.'9N'&C-AF("I)D(&63KL@\CS>'GK<5#WWZ]!'EP2$C,6C0H)IS'GSP M04X6!\"Y)3W[MFW;^F+7LZ!:Y.__OI+ MF1X9Q^NOOQY*7>X7'>\%05W?L[*RQ'[_^NNOVF1LWKQ9E!$K+;2J7_BXQBEP MGCD=DT'5EQLV;!#[W;=O7RIN0@@A)%BV%SKF""&$$!(.A@T;)FYXOOGF&VTR MMF[=JJR;LF#!@C!L#CUO*QX6+EPHRD-T"PR(D>S9L\/9^R'<3-\^'"QS:E3I_IFOKAU[[?<N3?KW[Z]\1P,& M#BM+O>+CO>"H*[O&(]2GY),D>.'"G"N2^^^&+- MOUURR26AG@-P3)YZZJFFD\RM=)V()*>.^KU^&'<7'3116*;3AVR07#,39@P M06P3CFP2/W/FS%&^'T31H<93'[H!TZ&'PCB^CYITB3QFIDS9VKK5T%!@2@C M/S_?MCZ:,6.&X_ZL6;/&\9@,JKY3=)^%A84Z-H6+5OZ8MRT:-%";-/I MW R"8^[++[\4VYPX<2(7B#C9M&F3T:!! _$Y0N_C&0?DAW[@9/B!(*[OJ@BJ MAQYZ2%N_D):D@'9*HJ+B\5KA@P9XK@_LV?/=CPF@ZHO9\V:)?;[TT_I0(G MA!!" O [G8XY0@@AA(0.50V4O+P\[;)R/'CW?U'BLK*T7'0UI:FG'PMX$$=FT.=&TU7GP526:G2CLV?/]\Y_///Z_Y6WIZNOG\4F7#[Y:1;O?NW>(S M[]FSIR_&S6FGG2:VZ:2^'*(@^"8@].T4:-&46W><,,-6MX]G+W6MC,S,T,S M?_[]]U\C.SM;^6Z>?OKI(/W0#YP,OQ"T]?WHT:/F!RG6ZSITZ*"M;^W;MQ<_ M@H%L%?OV[3,CN*W7X1Z/'3OFJ#^#!P]V/":#JB,'CAWK>DU!0@@AA"1EOT[' M'"&$$$+*0P]C1LWCMK#W'GGG=IE(9V?E$H1SA\X+MQB\N3)XJ;NF6>>T;4Y M3*A?*F>(4^-;;?3KUT^4>_GEEYO_'EE!![7'4FG#/V+$"%=D?/_]^(S?_31M1WTQ;IHW;RZVB5J#B0*#V[']A%MS1HIL0;1/146%XW<_9.()\=US88?:1VW;-FB MK7U5JC^D[/++N$%M/:E-I#[;NW>O[3Y^]=576HW R9@S?_[YIQB1]_SSSR?4M5SRW5JU:1;6'9Q.&>:-*MX<#4=C)GKM>ZG(O9?B1(*WO!PX<,"/LK.W<=--- M":4YQ#6XUMH>G-APD,5+9*U7Z_J$/5N\X,.0G)R<6M=[N_A97UI1I9+^_??? M^0.$$((\3%TS!%"""$D)4 4B74?,V/&#%=EH@:,52;28#W[[+..T@GNW+G3 MZ-.GC[B1N_GFFQW5%-%I:,W+RQ/;FC]_OO(:I-C2$86P:]]??_VU4;=NW:CV'G_\<=MM22DLL=:N M7+G2=EOWW'./ZM>O'S.%7VT@CKGKI2[W4H:?"=+Z_O[[XOUYOKUZVDT\2< M1)"^$J^N1;-ITR;3T(CH$WR!;JU3-F+$"$?/'09T ME<%/9RK'2(J+BT69NE*<:=SPUQR(I!@P8(!I%%Z^?+FQ=>M6\YT@O2 ,AW#T M8&S"L(N:;)TZ=5*VU;ES9UMIR)(;E!S1]5W&';1_L.NMMTY(,PG=H7K73@W#R9@SB*J3C/301WC'B+"!TP^&YX,'#YIRY\Z=:SX# M:P0)CN[=NQM[]NP)Q;Q!M*=3W>C&X98>CV=\)N,^@HI?UW<)1("=<<898BW' M>^^]UW0F(@H-^R4<6"<_^N@CTPFFN@Y.,B= O^(Y.1E3<)AC?;([5N/%;_HR M$D0;6Z,AD:(9[X\00@@A_H:..4(((82D##"06?D5> ?

XNC\S,],UIP$<5:@UIRL"P,UQ@[20DI$YW@-IUE:O7FU[#OGAWB-9 MM6J56X])++S4V;-B@ MI4]P4JHBL&L[X+BL=LJYI9/]IB\CF39MFI84I8000@A)/G3,$4(((21E0"20 M
>T4TB@=/WX\:7W %]7XDAJUD_"5=R+&G=:M6QLC1XXTUJ]?[\9&4+M1"Q$% ML:*LK(:KN^^^6]O7WI+1:N'"A:Z]WZNNNBI*7N_>O7TS!S!F7GCA!?-+?GQ5
M[W0,M&W;UA@[=JP9+: ;-\<-HC3NNNNNF'4(I8@ZS+M(HZI;1N!DS1DX\@H* M"FQ'K,!IAO2:B!0)V[RA8\[=9Q)F_+2^QP)['D3^^]IWW? MA CMZ=.GF_5?
X^T+4C@BS66B8S6H^K(:I$IMW[[";*PQ\5>EQ!""""^AXXY M0@@AA*044F0&TCMY :)!8.!")%]..3H[1H4,'TUD"9P%2$S5OWMS\V\477VP,
M'3K4_"+_VV^_M56WQB^@SXL7+S9R;G3LV-%TH*#6$<;BNG7K C]N=NS88=;B@9,.:3A;M&AAMH\Y MV+1I4S.MX9 A0XQY\^9IC7+PVYR!D7W%BA5&7EZ>J8N0(A-
IZF!0QG\1)8CT M:_???[]95PO/+57G#2%A6M^A/UYZZ24SG7&7+EU,78^TC3CP_]"+_?OW-\]! M.DZW@?,+X4.0OGW[&A,F3#!^^NDGS]ZME_HRDJ*BHBB] MF9^?S\E""&$!
0ZY@@AA!"24J ^$XP]D?L9&%50\X6$D\B:73"DN0721UGW MRHAZ"J(CE9!DP7E#"""V0/U3."JM-5ZQQ[7P/P /__[-T_*'5_' =P^9,H M P83@Q6;P:),_D29; S(JBS"QB8+"XO-
9%),_F2@%"DQF)#DSZ!0D@C?YW>> M>FZ_VWT\TZ5[KM>K3N[P[9[;Y]/WWG<^IW-" R4DY.SM^.3Z4L!@"(F^WM M[9"7EY>4:8:'AQ4F"YV=G877E:8+#,R,I+H<7M[
M^Y>0D='1TI&3D:.#P\/&@" MV#< :;&SLQ.*BHJ2OC>C"Y @/@QF , ?K2^OKZD;%->7AXV-S<5)@LL+BXF M^EI961G>WM[2^O[W]_>AN;DY)1]7556%R\M++0#[!B M-
C8V0FEI:=+W9F]O M;_CX^% < (@A@SD X,>;FII*>N9_?VMJ: MDHUK:VO#Q<6%XH-] Y 6T]/323DU>CTY.:DP !!C!G, /]97U\/965E'Q_#^_M[.#DY"6-C8TG/81D?'U% X #(& 9S
##$.;C^]>CIZ0G/S\^*!@ &04@SD &+A_/P\+"PL MA(&!@=#0T!"JJZM#24E)R,_/#Z6EI:&^OCX,#@Z&O;T]Q0(RDL$< M ? .#.0 /@&!G, #P#0SF X!L8S $, W M,)@## " ;V P!P 9Y!<
#__^S9L0G ,! $P>^_:;D 2SA;D)F!RZZ# M70L ^*N9V>WH=08 "^"7, 0$.8 @(,P! M ! 0)@# " @# ' 6$. L(< !(0Y M " AS $!#F ("#, 0 0$"8 P @(P!P M %A#@ +"' 2$.0 @(

N_Z?L";//9@$&"S;:#V07XJYEYVZ?'&0 +@3Y@ M " @S $ $! F , (" , < !80X "PAP M $A#D ("', 0$.8 @(,P! ! 0)@# M " @# ' 6$. L(< !(0Y " AS M $!#F ("#, 0!0.0 /__[-FQ^ P$ 3!
[[]IN0!+.%L$ MGH'+KH-="P .#'9F:WH]<9 ^";, 0 0$"8 P @(P M!P %A#@ +"' 2$.0 @(

_J$PV%S3 8 <'I^HC ' #^+!*)R*Y=NR04"I$79&_B MR DMQUR_?EUJ:VLE/S]?EB]?;OX/^AD ,+XROF9B7I$M[:[QZS%94U.3.48# M #B9EU"8 P
D[M__[Z4EI9:S0OZ^OH\DY=;MV[1(.E+'#FAY9 ;-VYXMI=^ M#OJ97W'ITM/3$X@X&)< !'E\369,L[%D0EZ1386YL67.G#GF6 T X%Q>0F$. M DUMG9*;FYN=%\("\O3\/Z=.Y?
R];:TM'@F+YLW;Z91@I5,LF,"2J]H]VJO MNKHZ=@[][*]B2+04%A;*V[=OTQX'XQ* ((^OKA?F7,TK,G&>T&.Q\<=G^O7I MTZ?IY #@UEQ$80X 'C31U=.O"+SX<.'*5_O\"P%!
<7>R8O6A@<&<]B@<8*3 M3+)C FKJU*F>[:6/GP+][&]BF&Q9M6J5C(R,I#T.QB4 01U?72,_N9I79.H\ M\>#! RDI*8G9IIT=\KHZ"B='0#K524\<=!1TT5!I..' "7"W5%=7>
[9734T-.X?^[&ML8\O^_?NMQP$ KHRO M?JS3[VWX/[_#[[R"_#5YSY_EQDS9L1L5WM[.YT= -S(02C, 0" 6-W=W3$Y M@#X>Y[^\VNO*E2OL'JSK[&-+3DY
M.=+;VVLU#@!P97QUO3#G=UY!_NJ/FS=O2B@4BMFVKJXN.CP !#\'H3 ' #^ M]>3)DYAW%NAR\.!!;^O_^/%CW,&EUV+K[CV'DSQGUP/_Z-VGRY8M,X^?TBO= M*TP$ IV#
M4)@# "_Z?N!]&ZT\?/_DB5+9&AHR%H,QX\?CZX[' Y+?7V]9Q+3W-Q,@UD^ MX4!A#LB<_IQL;%NW;DT8Z[IUZ^37KU]6X@ 5\;73"C,D;\&T_?OWV7APH5Q M3QCQ^]VO !?YR(*

-QHD-@/Z7E">,]>?*DE3@ P)7QE<(<^6LJ7;MVS>I< M# !(>BZB, < $3>O7L7]_+PJJHJ&1T=M1;#X\>/H^LN+BZ6X>%A&1P<-(_+ MX5U9G-@ Z,_!B4T]??
I4\O+R/.7SY\]>V8E#@!P87RE,$?^FDIZI_K2I4MC MME&/[?08#P 0R!R$PAP !!I:VN+F_LO7KQH-88=.W9$U]W:VAK]?-NV;0D? MEP9.; #T9_NQC=&K\1/%O&C1(OG\^;.5.
@Z.,KA3GRUU3S>M#(WU[Z?P M$,PO>N9 MR.3DY' 5*"/,]DYLB1(R1YG-@ Z,^68QMO8&! YLZ=FS#V[NYN*W$ 0*;G,13FR%__ M)!P.QVUK5U<7 P !&_.HS '
$"VJZVMC9OWSY_;S6&-6O61->MCV&9Z,"! M Y]S.+%BZV^!\^A)"^MZWGSYHTE??&UA966F*OOKW]>'# M!RO[Y_7KU]+9V6GNW-&B;TE)B>3GYYN8]&O]3+]WYLP9\
[/I]O[]>SEUZI1L MW+A1%BQ8(4%!>9]7:6EI;)RY4K9LV>/>;?BK?T7='K'UJ-'CZ2]O5W6KEUK M'I^H=]^<0B&S[^;/GR^K5Z^6YN9FL]^^?/F2TGCTW9@]/3W2V-
AHQE:]&SDW M-]^\6U%1(5NV;)$+%RY()!)):W].=@R8Z-Z]>^8N9J_8IT^?+OW]_5;B2-:K M5ZJ,(;&IJ4E6K%@AY>7EYN])[R+7"T2T31L:&N38L6/FO:@C(R.!:!M]W]_N
MW;NEIJ9&9LV:%8U7^\31HT?_\WBA\VEO;Z]YM'1U=;7,GCW;_"[=#IJ/]&(8 MW4?9V+>S_6\L"/-Z)H^O0S;M\^9.G6JTZ5+%U^Z8'?77W^]LWKU M:J4V]^^__SK//?>H*
MHM_T]]=LFJN6+U\NU/OKK[_RPY<00LQ:OZ58_;)"""&$$&_,F3-'^,%XX,"! MR-J0[,R][+++I'_OS#//%+[0C!X]VC@'A YYICLV$#S-R\OSK;^HJ,BIJ:E1 M9D]HQX ! T(_%
[3KEU]^B<2.X)PY_OCC0P6TXA28*R\O=TX\\<10.K$)X+'' M'G,.'CP8VN80#GKK+,"M:-'CQ[.FC5K/(\S4SXH1ZWOC@6CSRQMOO.&N_7YEJ9R[
M31S;8;'=QDQ8U^,ROX;]':/4Q<"Z[[TK_KBB(B*M%BQ;.SIT[MC7) Z)!GLF/CM]]^.^QW]'L-'SYDZIO[XXP_7D3UY\F2G7[]^0OW#A@T+E8F" M3)CCCCLNU#- VQ,
[V6T.S"7F@J.//EK:CP4+%D32CC#VW;9M6^?^^^]W/OOL M,S>(A8TJ.W;L<'[ZZ2?7_LX__WSI6K1PX<)(UI^-&SISFU["_8Y2ZXAZ8LV&NZMNW;ST]HT:-
MXH/_]]VOU'G/,,6[&A0P$ MW^"4$KVG(&AG@P-$AT,E*B>-3 \?:?;MOZ.L&K(O4'9U__[]SE]__>5\ M_?:77KK-"]OOAPCUA>.VUUX1E()&%"<=(.K9NW>I<>NFEPA)P\^?/U_+L, ;A
M)$_\>]>N7=W=TRA#E'#6P[$X??IT8;!#MVVHL"<\UPX=.DC;@KYY!4XXD8S2 MTM)Z)R^"6>W;
MMQ<&3E:L6*%]SDUD!2/+#27[D)D%>_S[[[]=&T/I0ZRI,AGX_XGQF1@3(EG8 MO#!ERI248]COY@4;QK;.==,6&TNWKG_UU5?.???=ES+3,LRZ'K?YU;1WOBCT
M9_K]-9OG*@3AZNK -Q_>.PDAA!BS?C,P1P@AA,05[$06K?D3)DR(K U77755 MK5XX>-)17%PL;#/*7-K@ ,G&P-P++[Q0F_F4+H %!YK,P8NR:$%9LF2)L&P/
MSKKQR_CQXX7EAK[XA@OESPZ[KA-_ON666US'HHQ5JU8Y+5NVM"XP!R=TJHP* MKV?Y+5Z\6%@.;N+$B;[:@W.T1$ZQ>^ZYQW??KKGF&F&_$&#U_>N MO0]G*&5#8
X@P"/K"^;K,.62=,,\X(U4\3Q[:N==,6&_.S MKJ]MSF5]/>^:+0;UM@SJ:Y2G;FZ_KUZ_D!3 @AYJS?#,P10@@A M<04?F#*'3!2@;%/R3FN4<$H'G#&R#VR&ZA=*%\JRL! 9J=7DK-
]DR]D*27*IGD! M62&]>O5R[TU5 M*T#\IT(*OFU%-/E?8'MAQ%.[S*:=JT:2"");+%9,$S77,N M@FIH[S???)-6!H(3,CG//ONL:_=>97WYY9=261LV; C41Q/'MJXQ8Y.-^5W7
MD1FG,+4(((<:LWPS,$4(((7%EZM2I MPA>$=]YY)Q+]R>5@O&:\(=#2O7MWY8[>J)PE&V1B8\WMN!7[#$TXX(65Y-3\@ MTTQ4ZFO+EBV!^XISWY
I4%=N24F)\F=74%#@N7P12H?9$IA#AI_H&2:N]]Y[MS[.LT:-'U[L?3E:4^PP*2IS6E5E45.3I7I1YR\O+$_:KO+S<=UO@K$]5#L[& MP!R 0UYTYF/" 8E2?5&TPXNG?
#@AA!#M:Q$#T MF,IGYR<07E-38T5@#ME2??KTD>K'W.,5V):H=-0##SP0ZO=%:5)1VY8N79KV M7M%.]\1YAD%YY)%'LBXP!UYYY15IGY#]XC5K4H5=II*#<_&"(BN1A[/:=,RY
MF/,J*RL]RWGZZ:>5R<(9F"(Y8\;,\=T_$\>VSC%CDXT%6=#%FV2"K.MQG5]- M>^>+0K\M@3D;YRH$L46R[[CC#GX $T*(.>LW W.$$$)(7+GPP@N%+P@X!TPW
M*U:L."R["0$'KU145+C9%J*VPZ%CL@,D&P-S",#XY:677A+*0C:&'TI+2Y4X M%-/9:/(U;MPX9<\.@8FP&0\Z;2.H//=U]]]U2W3U[]O1U-A+*?(JRK39NW!CZ M^>"+TN6+!'*ZM:M
MFV<9R(X4G1ESTDDG*>NSR&$"G7XS,V7/#IF#&?@ T*KSXX_E@;.<<;2CS_^ MZ%G6@0,'G#9MVM23<\HIIRAIJRC#HVW;MFXI-1DXLTB4I8DSF8*<:>AE7K,]
M,+=GSQZW9*NL;\\\TPD[= %LOY$_<)9E3K&[Y-//NE+SNK5JY7)6KER9>BV MV]2Q;3)1VUB0=?WSSS\/1MQGE]-7M=UZ;03WS)DY=&:-&D2ZKP' MW4Z#;
S,+5BPP+>L#1LV"&7EY.1XEB%S OHIDYB.VV^_7:@#@445SV[>O'F9 M^ #0I@].U\LK(RH9SQX_.JII(R, >0@2H["8+8&YL"L6;.D>O>O;OG MDL8F?J.*^H0U5L?
X1=::'_;MVZ=,UMZ]>T//W::,;1L=.KIL+%/K>ISG5U/7 M=9WZ;0C,V3I7X3M))+=KUZ[\ ":$$'/6;P;F""&$D+B"4BFB-=]OF3Z_7'SQ
MQ;6ZX(0)2DE)B;#])Y]\LK$.D&P,S*'$EE]DSET_[98%@3[]]%-E?48VITC' MR)$CE3R[,&<.F60;0+;K&U>[=NW<,W[\@M*T(GG+ER]7TF:<#R.2G^I\EQ$C
M1@CO^>BCCT*W9\V:-5D=F -77'&%M(^C1HV*K!U1C+66+8S);_;MFW+F"P$ MUU78J(ECVT:'CK'R]2Z'N?YU<1UT;=^&P)SMLY5LBQ;E&,GA!!BS/K-P!PA MA!
25["+6;3FASW'(Q5;MVYURY8E#DZOJ*@(+ NESV0?VZH^F!F82ZJG]^[= MOF4=.G0H=+O[].DCO'_]^O7*^KQV[5JACKY]^RIY=KMV[O6K7.. M//)(J;Y%BQ8%DHLR;2)Y*,VG
IQ])I)_WGGG2>_!;Z_+[F3G2&538 ZEDI$= M)^OGG#ES(FF"")3BFSU[MGOVXX ! YR\O#PW]"Q;*[U<.L8O[-9$6;:/[2BP MQ<8RM:['>7XU;5V/0K\-
@3E;YRK9>,19OX000HQ9OQF8(X000N)*)@)SDR=/ MKM4S:-"@T/)Z]NPI[/.!C/1 9*-@;F@]A*VW>W;MU>VTU\&LKQ$.G!&HHJ^ MPG&2@0\I3J08=N_?
W^I+F2V!D7V&^N^>O3H(6T3RN^JRF*JBZST5#8%Y@!* M=R4V:-2]6K1HX:Q:M2J2=@#,7SBS=.# @5ILR90Y-PI9MH]M7<3%QE381ISG M5]/>^:+0;T-@SM:Y2I;=[+?
L,"&$$*UK$0-SA!!"2%S)1"G+Y$:"%5A20[T M)5_H&\[5,X!>9LG:M8RI(00JQ8OQF8(X000N)* M;FZN\ 5A__]6O2E*CVIXU)Q,#L#<^8^"Y1"U9V%=O#@0:&.A@T;&OD;1:VW
MO+S<:=2HD717]G???1=*ONPWUGVE*O4DZZ\JNXM+8 Z[^8!N0;6CVW5Q,W&5,B+_QJ2Q_B%IBS M=:Z298AVZ=*%\"$$$+.^LW ''&$$!)7D,TB6O-Q!I .X&B-\J-VZ-"AQCE
M&)A3)T^VBSG(V3@R< 8<,^;$[-RY,^598UM -G(K9JU4JH<^S8L1D[=TVG3%LRYC(YME421QM3 M(2_.\ZLM?6#&G!US5555E;#=!04%_ FA!!SUF\&Y@@AA)"X4EA8*'Q!J*RL
M5*X+.S=E#A==%[*:-FW:9(P#0G80.P-S]ITQU[%C1R-_HRCU%A<72^5?<,$% M2C(<9+\QLDLRA^BAAXP: M:QEW@/\/ #__^R="VP511?'$41 45ZM@!J0-X)00"!8
R9@2^0MC_!0@8 O M0D"K1-"F"9B6A" O$1H@D6=X!TM1($ (%L$H&H@"*@@"Y1&"5$H+1$#GRW^_ MW.;VWMGV[MV9[6SW_TMN)+%[SLSNS)F9
M4E*2]/D__OA=69U/G3HEU=&I4RM>O7V\KNW[]*1Z82 4=.W:4ZKAX M\6*%V4V[=G?Z]&G7LN'H,]EQK*L\&1D9MO7NT:.'N'?OGK)R#QX4*JG9-
Z$.RKZ?,)T^V2+CU^M54G3YZ4ECLU-94+ M8$((,6?\9F".$$((2J3)DV23A .'3JD7%?OWKU+Y,^>/5NY_+2T-&E=FC=O M'E<0K;S%_.W;MQW+NG3I$@-S"N4-'3I4^OR^??
N4U7GOWKU2'<./R&WFA M]_SY\Z).G3JVLK=NW:JL_$.&#)']'.[\>(79S0$#!DC+M'OW;M>R+URX$,C
MW/W]]T7/GCUMZQYYRLA-.:9.G2K5,6_>/./Z6F4.S)G8MU41U#:F0EZ0[:OI M\PG3[9(N/7ZU578;!"9/GLP%,"&$F#-^,S!"""&$!)4%"Q9()PBYN;E*]9P[M=TX\\,
#ENQJU:IIV66*!;+=POO @0-QRZU>O;I49D%!@6-9/_[X(P-S"N5E M9F9*GU^\>+&R.B]:M$BJ(RLKR\AOI%LO4H'UZM7+5NZ$"1.4EG_6K%G:@W^J MRK1PX4+7LK_[[KM !N8
3EDV:-! 6G>,'WOV[%%2CLZ=.TMU'#UZU#@[7)D# M6R'[YY9>UU:=;MV[2^HP=.S9NF?7JU9/*/'OVK&-9 M:]>N96!.H3R[W<#OO/..LCJ__?;;4AW0;>(WTJT7
4D[F4C35E14I+3\^,?P MUY*BU@V[=NV2EFG\^/&N92]=NC2P@3F 32%V]6_4J%')/5-NRM&P84.I_.O7 MKQMGARMS8,[$OJV*H+8Q%?*";%]-GT^8;I=TZ?
&KK5JR69TM#MW[N0"F!!" MS!F_&9@CA!!"@HK=_5GIZ>G*="'-9+-FS4ID;]Z\65M]$%"4U>?AAQ\6-V_> MC$MFDR9-I#+S\O();MMV[9E/H/3LJAO MY'-PQN-$H1O&C1L7Z,
<>.^]]VS?0=^^?:TQQ4TY[-JPF[N_$)!F8*Z*[_NV M*H+:QE3("[])-7T^8;I=TJ7'K[;JHX\^TGX/,R&$$-=C$0-SA!!"2%"!DT-V M(FS4J%'*=(3O-*U?O[[XYY]_M-
7GQHT;HE:M6M))SXH5*^*2V;U[=ZF\U:M7 M.Y;5IDT;+4X(.R>@6R>6;@>*"GEV3OR??_[9=7V/'3LFE0V=%?WNO-9;7%PL M6K=N;2O/:6I/6?GLD)U:K%&C1MS!]G ^_?
33N78N[S'!T,C#G7):)?5L%06UC MJN0%U;Z:/I_0H=\O\U<_VJH1(T9$R<6:3_6[)800XFHL8F".$$((''3+#A@V+ M&O-Q/XHJ7GOMM1*Y4Z9,T5Z?,6/GT^<]R9,F37(DYZ>??K)U
M#+B=9]FEVX0CR@[\O_"_?>RQQSQUQJB2=^;,&>GN^O???]]U6Y(%_: KGMW& M?@_,O?GFF[:R<.=6,J$^R-#=U2Z#8Z'@Y-7V)4>*1=W09:'71@-SOH MO_CB"VTV0D=
[T@GZ&&R2[#U$.G*=TJ%#!^5.?[1%!N:,W W.$$$)(D%FV;)ET%ZB; ME$LA"@L+K322(;E'CQ[57I]]^_;9+L!_^^TWQ_)P2;I,%M(E8D$=*W HZ7(* MR=(MXA>ZCTE&?
GY^J;]MW[Z]I\X8E?(0)(V44;-F37'APH6XRW;^_'FK'ZBZ MO\[/@;FE8KRE<7HT:.E=]HAQ52\;-FR)4IF[]Z8WH6@4CH ME[T3G!)VRM]__RT>?_QQ!N;"V+!AOYGO()YRH
+Y+@YH8"[4QF8BT^6:7U; M!4%M8ZKD!=6^FCZ?T*'?3-7/]DJG#R7G49I4R=/ZH-@V=-//RVMT_3ITQW+D]W]$/HA8!$+JU:M MLOZ^<>/&6APJ_?KUD\I$*D8[]N[=6^IOD?
+&2V>,2GE(8?KDDT]&R1DT:%!< M)[GP#)Z-E/?$$T]8#KZ*K*O7>B]?OBP2$A)LY6SO7I?WQP($#,/])T@C1WL:JQ@]W]*2HKR)3N]N0%$R=.5/Y> M=N[<*96#-
'=H%TY!F]'UW8(0F#.Q;[LG]&U,I;P@VE?3YQ,Z]/MI_NHG6X4[M@67U/?'>A!!BUOC-P!PAA! 2=++#;-'+7IX1=?5*+X+ZM>_;99[G@ M)800\\9O!N8((820H//YYI\KO_R@.
[H0MU3,0K:@$0T[,+%BRP?1[IIV[>O*FT?+$@2RV+H&E&1H;5]\H#][8\ M\\PS43(Z=NPH;M^^[;C\!04%HG7KUM)W!.<=3@.L6[?."N##$5=<7&R=]MBV M;9L8-
VY7383=,#LR9V+?=$L0VIEI>T.RKZ?,)'?K].'_U@ZT*7W^$?DN7+N6"EQ!" MS!N_&9@CA!!"@@X<&N$+W=][% !4FXZT1OO'*>L^UW*^S5I MTD1A.- 1)<0<&
H<(,C9KUJS4WZ2EI;GZEK&4W8MO!+"; M^=%"XUZOG;MVN+UUU\7N;FYUBYZM'G\3I\^+7;LV&$Y\>R>@Y-/5S]0>0I" MM3[9'7LZ?[&"W?&R
&S3IDVM.YQP>A+..SC(<,\EVO_*E2LM)V[D3G?\<"+V MVK5K<=N@,V?.6+K=U!T;"1!8UFDCO&I+.M!QVK@LF7#BPW9B(P=L-]+AP>F/ M;[UFS9I2Z=?
03W;MVN7Z':GL/Z;*\EO?UMEN_=[&O&H;E=&^FCZ7\/H;FSY_ M]9NM0LKUR P22*.+.2\AA!#CQG4&Y@@AA! BQ-2I4Z/&_L6+%VM;P/LM,(=[MS)*3DQW+QL7P"
3%\XZ<@%,ECSSRB./R=>W:U7((5@8'7@@X0,I*617K#ZE8 M3YX\Z1MGFFG?3&=]#QX*%JU:N5*'YQCN,,,3C.WP+$>CWT([?@/.8UUV@BO MVI(N1HXZ9T
M+.#]%[@#V,W^P078L6.B39LV,3L#7GWU5=L= MM'X.S &T6^RNAN/&J:XN7;](C1LW.FK](CC3@A28 W#(+5]TR/%I"M@>I,G"
MCG:5W+MWSTK_F9"0$'-9D&X]\IY*!N;DP''9HD4+Y?IP(F?,F#%6*K)8ZXC3 M3A@+PIVI#,RI:P^F]6VVL8H?URN3?35]+E$1W]CD^:N?;!52YB/5>+@NK.VP MQB.$$&+DN,[
'"&$$$+^3V9F9M3XC]2 I#3Y^?G60GS @ '6B;BZ=>M:*6T: M-&A@[>K^^../2YV2\Q(LRG-R/7M::7;B M.0GF5U#7N7/GBJ%#AXKV[=N7?"_\\.]V[=J)5UYYQ?H;W$%#_ 4"J-]\XU(
M3T\7*2DI5JHKI""%XPO_Q8D3I(EZXXTWQ+)ER\2E2Y>TE@>..MQ)",K%Z]VHB36.S;WO=MMK&*A_:U\N+G^:LIM@KW6T>NX[*R MLMBX""'$
!B8(X000DB9X!X'.#K"QW\L+F_=NL670P@AA!!"""&&@:P>"$Z' MK^&PIL/:CA!"2,7#P!PAA!!"R@5W)F"'9_@7QQ=#""&&P, <(8000F(B.SL[:G&7FYO+%T,((8000@@AAO#EEU]:
M*5W#UVY(FTL((<0<&)@CI-+S/P /__[-PQBL)0% 50B3:Q2]R3^]!5Z!+$ M1K<3@Z5@J7O09>0/L1##,(4SPXOB.? A1:I;?-[CPD\)X+\LE\LT& SN9SP> MI^/Q*!@
("><'0Z'E.=Y9V=;+!:" 7@QC_?TP_G1M5)\@,\RG\\[L\!D,DG[M_5XP /:GK.A5%T=G59K-9:II&. O1C$' #QMO5ZGX7!XGP=&HU':;K>" M 0 "+;9;#K[6?N]6JT$ _"B%', P*_L=KM4EJ6Y
H$>/.UF[HU55)12 M-[FW%7, P%.NU^OM:^_:;D 2Q@4;.(9N.PZV+4 #@ M1V9FMZ/7&0 /@FS $ $! F , (" , < !80X M "PAP $A#D ("', 0$.8 @(,P! M ! 0)@# " @# ' 6$. L(< !(0Y M "
AS $!#F ("#, 0 0. JS#T #__^S9 ML0G ,! $P>^_:3M1(#!&D3::@4@57Q0'\)_::JM+9Y M9MF@14= NT6)%8'L&V698
M%.V[M!"9%)J5)%I4_TAH65H9&5(FE9BT06%E"ZUDFRUN[7E^G $?S_?NZ%OF MS9O1[P>&3'USKS-W9N[<,^<.$0 .A>45$1+5JTB%Q=7>F___[#!JGC>!]; MNH!VG3Y]F@("
JA1HT;D[^\O_1PG"GA[]^_E)N;2W%Q<31OWCP:-&@0]>C1 M@[R]O:EAPX;4M&E3\O'QH5Z]>E%@8""%AX=3;&PL969FTL>/']'F 4 3YV#N MUX:%A4G]7 J']:EFXJ04
S;MTZ1)Y>7FIVF^]>?.FL'-]YLP9[!#G MW=@@,*E#(S ' /K# M4U>:/DVBVG< M%GC*7@ T/VU'8$Y -"/Q,3$:GU4GMKGW+ESJI4_;MRX&@-S_O[^V$FU
MWX3HMAQ01G)RLG!_'3]^'!L'Q[-%./--E"G'#VIU'8$Y -"'Z]>O5WO?!B\;-VY4K?S7 MKU];--696ME[.KX)T6TYH!S./NW3IX^4W<391 A0X'BV!F>,B.J2FIJJR/K/ MGS\OS)Q#FX?
Z=)R!=JQ9L\;LP33N%P, @&ZO[0C, 0 (#V\3N!.!O-N'_: MK5LW*6M"+9&1D8:R@X*"]%^_?L).-D^%!C7>A.BV' 6U'8 X M&_7 MKEUF_=.S9\^J6H?
NW;L;RN;,AWW[]@D[V:U:M:+OW[]CIQ$""

/*AJ'>;/GV\H>]FR98;O3YTZ5=C1'C-F#'8<(3 ' M@.-9>;U[]Q;6HZ2D1/&R3#.C >K+<0;:))JM8?7JU=@P #ZN[8C, <
MVE565D8M6[:LUB]MW+@QE9:6JEJ'9LV:&N6X6<9&1G"CK:+BPN>8"8$ MY@!P/"NO18L6PGIP-HG2GF<@39]_?K5;+8&GD*=^ZH *"K:SL" M

,IBG%.@/AYGH%U!04%F[2,A(0$;!@! 7]=V M!.8 0+L" @+,^J4'#AQ0M0XC1HPPE,U3")G:L&&#L+/=M6M75=^#IZ.; M$*>6\^3)$]JZ=:NT7]NT:2,]><[O#?3S\Y."OMR^7KUZI?
CP(>W=NY>F M3Y\N!7T]/#RH4:-&4IWX:_X>_RPV-E;Z76=[^?(E[=Z]FR9,F$ =.W8D=W=W M:M"@ 7EY>=&@08-H\>+%TOL5U=I^6L<97%>N7*'-FS?3Z-&CJ4N7+E+VK:NK
MJ[3MVK=O3\.&#:,E2Y9(V^W;MV\.K0^_&S,Y.9E"0T.E+BXJBHJ,BIQW-MY#+F'C]^7&_;FMR^;=Z\N=3NQH\?3Y&1D5104*#) M^FOAO,S;)C$QD<+"PFC@P('4J5,GZ7CE+'U^
(>W*V_'G3MW2N^=_?W[MZZO MFW6-(Z]/6CN7Q\3$F+6/?OWZH1$ .CKGAB!.0 #0)IX*4M0OO7OWKFIU MX,"JG)YH)"S)TQQP$1N("T[.]N1G7F;!^^47I^UZ[1TL?
1=@I;4_?/GS[1@ MP0)IFM':RN6!V'7KUE%Y>;GB;8J#M2=/GI0&?JW='OP9_JRM 5];]SM/G<6# MFG*92K5]7B_M3:G[8 Z2[-^_7QH M?OKT*6W;MDWVO84U+7Q\<\#0GDQ--
:Z;>N@_.//ZI*=S>16>4EU4+@Q"8 P !=.7SXL'"PPU%/J8M$1$08RIXR98KL[PT>/%C8X>;L!0=VYA&8 MJZ7L*AP\[=:MF]7E\Q/P2C[YSO48.G2HW=N%Z_7HT2-
5VA$/+/KZ^MH5T*I/ M@;GKUZ]+63[VE,D/ 6S?OIW^,OUA=YM[\^8-#1DRQ*9ZJ.C1HUH6FE8"<\99 MS,8+9\IH? !&T>UGS[YMTJ0)I:2D*%?9S[OS/-
R7EX>39LV3CF7&_OUZY?9>^9X.7+D"&X> T"($Y -"5&3-FF/5) M!PP8H%KY/'51APX=#&5G9&3(_JXHB,A+TZ9-J:2DQ%&=>03F:BF;\;15QOO1 MVD6IP?
XS9\Y(T\J9KI^GY>,GZ[E]<1"DK*Q,RE3BK_E[<^?.%4[=Q^OB=3JR M';U^_=KJ3(&Z%)CCX(4U#ATZ)$V=9KH>GN9LTZ9-E)N;2V_?OI4&5=^_?R\- MYD='1TO3K,EE-MF3CJ+

~~M%&4C1HRH^[M5JU9JSIPY1B?LBQ..?5,VS&5 MH@['A*[GU%BK4R?20*;CJ&VW1 MU$7V33J-G7@/[/J,RTB2CAT[FE[?H4,'8U1*24F),,K%7\R4J>4N7+B@%BY< M6._KSIPY8^MQ[53N=#PFG#BO.I5_(06<2-?3JU'#A["WV8X\ZAHKTKA" MO@@@H]3L.B;'0(VIF7>-C'/'MA_73N9.MV/"B?.JD_F7YR4& M3I/8U"4S,S-H.D4* <[$OS(GCQX^KE)046\{)B7BMCD4,9O?NW5&9TA@ ?, MK13F X!ZO7[\V=;#)%%,^G_NAK@6A3E175VM"@H*C&_?A[,],O6?3 4J MW]9W(B_QL(_A['<@Z3A=L6*%Y?/4K!:/QZ-V[=JE:FMK'7T/[/,Z,RW$K4P,. M'SX\['4-'3K4Z'"/]-B/]]SI=$RX,?\R#>+:M6N-4=N-Q9816UZOUQ@E%.DV MVY''1"W,"?DB@-74B=$^)R?BM3K:,1B9QK5OW[Y!L:5=)^T[!T1&$. M^-_6K5M-;5V9&L_MI$!Q}>I5M6G3)I63DZ/Z].EC3/$GG7KRLV?/GL846$N6 M+%"%Q<6JLK*2?8S>C9GE_\KZY1E#\DPTZ8B4;91.>ODISPV:-V^>.GKTJ-%A MZW8RZBTO+T_-FC5+96=GJ[2T-&/Z-UGD]X$#!ZJ9,V<:__/HT2-.A"XZ[G7V M_OU[H]@R=>I48T2<_W,KA1T95;=QX\.@47)PUH,'#]26+5N,(IU,*IJ^?7O; MS\EN/V;EF8NAU\]MV[;QX00 .(O"' /"_FIH:HY,^L*TK'5N_?_\F.7#J MQHS$ #0 !EI*@71P&NGM.>D70< 0)S=_U&8 P @/O(\UKDV^6![=UUZ]:1 M&#AU8T9B !HP)HU:TS3=):7EY,8 $ \WO]1F , ([%145F3IX2DI*2 R< MN#$C,0 U./LV;/&M*&!U\W"PD(2 P"(U_L_"G, !PKPT;-@2U>=NU:Z;W>H':O MQ^-1ER]?)C&P\\:,Q $.+2I4LJ/3T]Z'JY:-$BY?/Y2 X ()[O_RC, 0 M 'EY>4'/G$M.3E8%!04D!G;=F)$8 "Y.?G![7-Y/<=.W:0& ! (MS_49@# M 1%E9F>K2I0MM8#AQ8T9B "HYWHI[,/2TE*2 @!(E/L_"G, " 7U55 ME3&U95)2$FU@V'EC1F(BY7DI[3*:NK*RL)"$ @$2Z_Z,P!P (2Z?_^^ MFC!A HF 73=F) 8 @ #2#KMW[QZ) DXOT?A3D L/$FK,D+ "#A M[@DIS % @/\ #__^S9P0V 0 P#P?3?]%$!KXOV 3.2B[#V' ")3-S-0 M #[W"5\YA0 /LG3)@# #X[R<4Y@ &"3, < !80X M "PAP $A#D ("', 0$.8 @(,P! M ! 0)@# " @# ' 6$. L(< !(0Y M " AS $!#F ("#, 0 0$"8 P #N/0 /__ M[-FQ#0 A$ /!Z[]I*. ?D6W"C.3,'>Q: ,#%S/SMZ',& [H0Y M " AS $!#F ("#, 0 0$"8 P @(P!P M %A#@ +"' 2$.0 @(~~

~~N_;2C@'Q&QT8SD MS!WL6@ # >S/SMZ//&0 +@3Y@ " @S $ $! F , M (" , < !80X "PAP $A#D ("', M 0$.8 @(,P! ! 0)@# " @# ' 6$. M L(< !(0Y " AS $!#F #@8@, M /__[-FQ"< P$ 3![[]IN0!+.!!L8&;@LNM@UP*X-S.[';W. P#=A M#@ +"' 2$.0 @(~~

~~9P .";, < !80X M "PAP $A#D ("', 0$.8 @(,P! M ! 0)@# " @# ' 6$. L(< !(0Y M " AS $!#F ("#, 0 0$"8 P @(P M!P %A[I8' #__^S9L0G ,! $P>^_:;D 2SA;!)Z!RZZ#70L M (? F9G=CEYG X)LP!P %A#@ +"' 2$ M.0 @(~~

~~V$CE*P(24*<-;BT /B1F=GMZ'4& O@ES M$!#F ("#, 0 0$"8 P @(P!P %A#@ M +"' 2$.0 @(~~

~~8D29(D29(D M29(D.>8D29(D29*D7W0 #__^W# 0D P$H>M?>NOQ*-A5JJH = ,.(!)R-7P_W6UJH 245.1*Y"8((! end XML 14 R1.htm IDEA: XBRL DOCUMENT~~

Cover - shares	9 Months Ended	
	Sep. 30, 2024	Oct. 30, 2024
Document Information [Line Items]		
Document Type	10-Q	
Document Quarterly Report	true	
Document Period End Date	Sep. 30, 2024	
Document Transition Report	false	
Entity File Number	001-40406	
Entity Registrant Name	ZIPRECRUITER, INC.	
Entity Incorporation, State or Country Code	DE	
Entity Tax Identification Number	27-2976158	
Entity Address, Address Line One	604 Arizona Avenue	
Entity Address, City or Town	Santa Monica	
Entity Address, State or Province	CA	
Entity Address, Postal Zip Code	90401	
City Area Code	877	
Local Phone Number	252-1062	
Title of 12(b) Security	Class A common stock, $0.00001 par value per share	
Trading Symbol	ZIP	
Security Exchange Name	NYSE	
Entity Current Reporting Status	Yes	
Entity Interactive Data Current	Yes	
Entity Filer Category	Large Accelerated Filer	
Entity Small Business	false	
Entity Emerging Growth Company	false	
Entity Shell Company	false	
Entity Central Index Key	0001617553	
Current Fiscal Year End Date	--12-31	
Document Fiscal Year Focus	2024	
Document Fiscal Period Focus	Q3	
Amendment Flag	false	
Common Class A		
Document Information [Line Items]		
Entity Common Stock, Shares Outstanding		75,068,548
Common Class B		
Document Information [Line Items]		
Entity Common Stock, Shares Outstanding		22,633,316

~~XML 15 R2.htm IDEA: XBRL DOCUMENT~~

Condensed Consolidated Balance Sheets - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Current assets		
Cash and cash equivalents	$ 225,614	$ 283,043
Marketable securities	271,959	237,074
Accounts receivable, net of allowances of $2,264 and $3,859 at September 30, 2024 and December 31, 2023, respectively	24,314	27,247
Prepaid expenses and other assets	17,986	9,853
Deferred commissions, current portion	4,524	5,071
Total current assets	544,397	562,288
Property and equipment, net	5,053	6,213
Operating lease right-of-use assets	7,021	8,744
Internal-use software, net	18,889	18,609
Deferred commissions, net of current portion	3,151	4,114
Intangible assets, net	5,836	0
Goodwill	8,518	1,724
Deferred tax assets, net	58,628	57,050
Other assets	539	758
Total assets	652,032	659,500
Current liabilities		
Accounts payable	8,993	11,839
Accrued expenses	42,532	41,741
Accrued interest	5,989	12,837
Deferred revenue	12,215	12,860
Operating lease liabilities, current portion	3,749	4,429
Other current liabilities	16	1,164
Total current liabilities	73,494	84,870
Operating lease liabilities, net of current portion	6,672	8,721
Long-term borrowings, net	543,376	542,577
Other long-term liabilities	14,899	14,967
Total liabilities	638,441	651,135
Commitments and contingencies (Note 9)		
Stockholders' equity		
Preferred Stock, $0.00001 par value; 50,000 shares authorized as of September 30, 2024 and December 31, 2023; no shares issued and outstanding as of September 30, 2024 and December 31, 2023	0	0
Class B treasury stock, 195 shares outstanding as of September 30, 2024 and December 31, 2023	(644)	(644)
Additional paid-in capital	21,656	14,526
Accumulated deficit	(7,592)	(5,531)
Accumulated other comprehensive income	170	13

Total stockholders' equity	13,591	8,365
Total liabilities and stockholders' equity	652,032	659,500
Common Class A		
Stockholders' equity		
Common stock	1	1
Common Class B		
Stockholders' equity		
Common stock	$ 0	$ 0

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Condensed Consolidated Balance Sheets (Parenthetical) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Current assets		
Accounts receivable, allowance for credit loss, current	$ 2,264	$ 3,859
Stockholders' equity		
Preferred stock, par value (in dollars per share)	$ 0.00001	$ 0.00001
Preferred stock, authorized (in shares)	50,000,000	50,000,000
Preferred stock, issued (in shares)	0	0
Preferred stock, outstanding (in shares)	0	0
Treasury stock (in shares)	195,000	195,000
Common Class A		
Stockholders' equity		
Common stock, par value (in dollars per share)	$ 0.00001	$ 0.00001
Common stock, authorized (in shares)	700,000,000	700,000,000
Common stock, issued (in shares)	75,065,000	76,173,000
Common stock, outstanding (in shares)	75,065,000	76,173,000
Common Class B		
Stockholders' equity		
Common stock, par value (in dollars per share)	$ 0.00001	$ 0.00001
Common stock, authorized (in shares)	700,000,000	700,000,000
Common stock, issued (in shares)	22,829,000	22,829,000
Common stock, outstanding (in shares)	22,634,000	22,634,000

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Condensed Consolidated Statements of Operations - USD ($) shares in Thousands, $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Income Statement [Abstract]				
Revenue	$ 117,084	$ 155,630	$ 362,981	$ 509,800
Cost of revenue	12,382	14,533	38,646	50,831
Gross profit	104,702	141,097	324,335	458,969
Operating expenses				
Sales and marketing	54,928	55,648	161,085	216,171
Research and development	33,705	32,136	103,091	109,047
General and administrative	19,308	20,647	54,881	67,601
Total operating expenses	107,941	108,431	319,057	392,819
Income (loss) from operations	(3,239)	32,666	5,278	66,150
Other income (expense)				
Interest expense	(7,475)	(7,351)	(22,192)	(22,038)
Other income (expense), net	6,320	4,695	16,798	14,731
Total other income (expense), net	(1,155)	(2,656)	(5,394)	(7,307)
Income (loss) before income taxes	(4,394)	30,010	(116)	58,843
Income tax expense (benefit)	(1,824)	5,934	1,945	15,376
Net income (loss)	$ (2,570)	$ 24,076	$ (2,061)	$ 43,467
Net income (loss) per share:				
Basic (in dollars per share)	$ (0.03)	$ 0.24	$ (0.02)	$ 0.43
Diluted (in dollars per share)	$ (0.03)	$ 0.23	$ (0.02)	$ 0.41
Weighted average shares used in computing net income (loss) per share:				
Basic (in shares)	98,485	99,800	98,871	101,409
Diluted (in shares)	98,485	104,707	98,871	106,688

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Condensed Consolidated Statements of Comprehensive Income (Loss) - USD ($) $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Statement of Comprehensive Income [Abstract]				
Net income (loss)	$ (2,570)	$ 24,076	$ (2,061)	$ 43,467
Other comprehensive income, net of tax:				
Change in unrealized gains on available-for-sale debt securities	221	149	157	246
Total other comprehensive income	221	149	157	246
Total comprehensive income (loss)	$ (2,349)	$ 24,225	$ (1,904)	$ 43,713

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Condensed Consolidated Statements of Changes in Stockholders' Equity (Deficit) - USD ($) shares in Thousands, $ in Thousands	Total	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Common Class A	Common Class A Common Stock	Common Class B	Common Class B Common Stock	Common Class B Class B Treasury Stock
Beginning balance (in shares) at Dec. 31, 2022						74,320		30,379	
Beginning balance at Dec. 31, 2022	$ 28,620	$ 35,926	$ (6,290)	$ (373)		$ 1		$ 0	$ (644)
Beginning balance (in shares) at Dec. 31, 2022									(195)
Increase (Decrease) in Stockholders' Equity [Roll Forward]									
Conversion of Class B common stock to Class A common stock (in shares)						4,568		(4,568)	
Issuance of common stock upon exercise of options (in shares)						6		658	
Issuance of common stock upon exercise of options	1,298	1,298							

Issuance of common stock upon the vesting and settlement of RSUs (in shares)						525		269	
Stock-based compensation	22,088	22,088							
Shares withheld related to net share settlement (in shares)						(191)		(109)	
Shares withheld related to net share settlement	(4,511)	(4,511)							
Shares issued under employee stock purchase plan (in shares)						237			
Shares issued under employee stock purchase plan	4,221	4,221							
Repurchase and retirement of common stock (in shares)						(3,806)			
Repurchase and retirement of common stock	(60,292)	(59,022)	(1,270)						
Share repurchase excise tax	(459)		(459)						
Net income (loss)	5,011		5,011						
Other comprehensive income (loss)	161			161					
Ending balance (in shares) at Mar. 31, 2023						75,659		26,629	
Ending balance at Mar. 31, 2023	(3,863)	0	(3,008)	(212)		$ 1		$ 0	$ (644)
Ending balance (in shares) at Mar. 31, 2023									(195)
Beginning balance (in shares) at Dec. 31, 2022						74,320		30,379	
Beginning balance at Dec. 31, 2022	28,620	35,926	(6,290)	(373)		$ 1		$ 0	$ (644)
Beginning balance (in shares) at Dec. 31, 2022									(195)
Increase (Decrease) in Stockholders' Equity [Roll Forward]									
Net income (loss)	43,467								
Other comprehensive income (loss)	246								
Ending balance (in shares) at Sep. 30, 2023						76,199		22,829	
Ending balance at Sep. 30, 2023	(11,932)	0	(11,162)	(127)		$ 1		$ 0	$ (644)
Ending balance (in shares) at Sep. 30, 2023									(195)
Beginning balance (in shares) at Mar. 31, 2023						75,659		26,629	
Beginning balance at Mar. 31, 2023	(3,863)	0	(3,008)	(212)		$ 1		$ 0	$ (644)
Beginning balance (in shares) at Mar. 31, 2023									(195)
Increase (Decrease) in Stockholders' Equity [Roll Forward]									
Conversion of Class B common stock to Class A common stock (in shares)						558		(558)	
Issuance of common stock upon exercise of options (in shares)						6		449	
Issuance of common stock upon exercise of options	1,224	1,224							
Issuance of common stock upon the vesting and settlement of RSUs (in shares)						570		198	
Stock-based compensation	18,040	18,040							
Shares withheld related to net share settlement (in shares)						(187)		(89)	
Shares withheld related to net share settlement	(4,585)	(4,585)							
Repurchase and retirement of common stock (in shares)						(3,188)			
Repurchase and retirement of common stock	(50,592)	(14,679)	(35,913)						
Share repurchase excise tax	(392)		(392)						
Net income (loss)	14,380		14,380						
Other comprehensive income (loss)	(64)			(64)					
Ending balance (in shares) at Jun. 30, 2023						73,418		26,629	
Ending balance at Jun. 30, 2023	(25,852)	0	(24,933)	(276)		$ 1		$ 0	$ (644)
Ending balance (in shares) at Jun. 30, 2023									(195)
Increase (Decrease) in Stockholders' Equity [Roll Forward]									
Conversion of Class B common stock to Class A common stock (in shares)						4,161		(4,161)	
Issuance of common stock upon exercise of options (in shares)						5		268	
Issuance of common stock upon exercise of options	965	965							
Issuance of common stock upon the vesting and settlement of RSUs (in shares)						603		169	
Stock-based compensation	19,331	19,331							
Shares withheld related to net share settlement (in shares)						(209)		(76)	
Shares withheld related to net share settlement	(4,321)	(4,321)							
Shares issued under employee stock purchase plan (in shares)						153			
Shares issued under employee stock purchase plan	2,175	2,175							
Repurchase and retirement of common stock (in shares)						(1,932)			
Repurchase and retirement of common stock	(28,269)	(18,150)	(10,119)						
Share repurchase excise tax	(186)		(186)						
Net income (loss)	24,076		24,076						
Other comprehensive income (loss)	149			149					
Ending balance (in shares) at Sep. 30, 2023						76,199		22,829	
Ending balance at Sep. 30, 2023	(11,932)	0	(11,162)	(127)		$ 1		$ 0	$ (644)
Ending balance (in shares) at Sep. 30, 2023									(195)
Beginning balance (in shares) at Dec. 31, 2023					76,173	76,173	22,634	22,829	
Beginning balance at Dec. 31, 2023	$ 8,365	14,526	(5,531)	13		$ 1		$ 0	$ (644)
Beginning balance (in shares) at Dec. 31, 2023	(195)								(195)
Increase (Decrease) in Stockholders' Equity [Roll Forward]									
Conversion of Class B common stock to Class A common stock (in shares)						232		(232)	
Issuance of common stock upon exercise of options (in shares)						5		165	
Issuance of common stock upon exercise of options	$ 309	309							
Issuance of common stock upon the vesting and settlement of RSUs (in shares)						870		118	
Stock-based compensation	19,147	19,147							
Shares withheld related to net share settlement (in shares)						(331)		(51)	
Shares withheld related to net share settlement	(4,795)	(4,795)							
Shares issued under employee stock purchase plan (in shares)						210			

Shares issued under employee stock purchase plan	2,582	2,582							
Repurchase and retirement of common stock (in shares)						(512)			
Repurchase and retirement of common stock	(6,373)	(6,373)							
Net income (loss)	(6,505)		(6,505)						
Other comprehensive income (loss)	(80)			(80)					
Ending balance (in shares) at Mar. 31, 2024						76,647		22,829	
Ending balance at Mar. 31, 2024	12,650	25,396	(12,036)	(67)		$ 1		$ 0	$ (644)
Ending balance (in shares) at Mar. 31, 2024									(195)
Beginning balance (in shares) at Dec. 31, 2023					76,173	76,173	22,634	22,829	
Beginning balance at Dec. 31, 2023	$ 8,365	14,526	(5,531)	13		$ 1		$ 0	$ (644)
Beginning balance (in shares) at Dec. 31, 2023	(195)								(195)
Increase (Decrease) in Stockholders' Equity [Roll Forward]									
Net income (loss)	$ (2,061)								
Other comprehensive income (loss)	157								
Ending balance (in shares) at Sep. 30, 2024					75,065	75,065	22,634	22,829	
Ending balance at Sep. 30, 2024	$ 13,591	21,656	(7,592)	170		$ 1		$ 0	$ (644)
Ending balance (in shares) at Sep. 30, 2024	(195)								(195)
Beginning balance (in shares) at Mar. 31, 2024						76,647		22,829	
Beginning balance at Mar. 31, 2024	$ 12,650	25,396	(12,036)	(67)		$ 1		$ 0	$ (644)
Beginning balance (in shares) at Mar. 31, 2024									(195)
Increase (Decrease) in Stockholders' Equity [Roll Forward]									
Conversion of Class B common stock to Class A common stock (in shares)						211		(211)	
Issuance of common stock upon exercise of options (in shares)						5		162	
Issuance of common stock upon exercise of options	372	372							
Issuance of common stock upon the vesting and settlement of RSUs (in shares)						861		105	
Stock-based compensation	16,325	16,325							
Shares withheld related to net share settlement (in shares)						(294)		(53)	
Shares withheld related to net share settlement	(3,286)	(3,286)							
Repurchase and retirement of common stock (in shares)						(886)		(3)	
Repurchase and retirement of common stock	(8,660)	(8,660)							
Net income (loss)	7,014		7,014						
Other comprehensive income (loss)	16			16					
Ending balance (in shares) at Jun. 30, 2024						76,544		22,829	
Ending balance at Jun. 30, 2024	24,431	30,147	(5,022)	(51)		$ 1		$ 0	$ (644)
Ending balance (in shares) at Jun. 30, 2024									(195)
Increase (Decrease) in Stockholders' Equity [Roll Forward]									
Conversion of Class B common stock to Class A common stock (in shares)						405		(405)	
Issuance of common stock upon exercise of options (in shares)						1		377	
Issuance of common stock upon exercise of options	887	887							
Issuance of common stock upon the vesting and settlement of RSUs (in shares)						781		49	
Stock-based compensation	15,397	15,397							
Shares withheld related to net share settlement (in shares)						(288)		(21)	
Shares withheld related to net share settlement	(3,025)	(3,025)							
Shares issued under employee stock purchase plan (in shares)						151			
Shares issued under employee stock purchase plan	1,043	1,043							
Repurchase and retirement of common stock (in shares)						(2,529)			
Repurchase and retirement of common stock	(22,626)	(22,626)							
Share repurchase excise tax	(167)	(167)							
Net income (loss)	(2,570)		(2,570)						
Other comprehensive income (loss)	221			221					
Ending balance (in shares) at Sep. 30, 2024					75,065	75,065	22,634	22,829	
Ending balance at Sep. 30, 2024	$ 13,591	$ 21,656	$ (7,592)	$ 170		$ 1		$ 0	$ (644)
Ending balance (in shares) at Sep. 30, 2024	(195)								(195)

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Condensed Consolidated Statements of Cash Flows - USD ($) $ in Thousands	**9 Months Ended**	
	Sep. 30, 2024	**Sep. 30, 2023**
Cash flows from operating activities		
Net income (loss)	$ (2,061)	$ 43,467
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Stock-based compensation expense	49,198	58,305
Depreciation and amortization	9,086	8,459
Provision (recovery) for bad debts	(26)	2,495
Deferred income taxes	(1,578)	(16,834)
Non-cash lease expense	2,954	3,190
Amortization and accretion of marketable securities	(7,991)	(8,573)
Other	3,080	1,197
Change in operating assets and liabilities:		
Accounts receivable	3,037	8,936
Prepaid expenses and other assets	(8,068)	1,083
Deferred commissions, net	1,509	209
Other assets	669	426
Accounts payable	(2,897)	(12,591)
Accrued expenses and other liabilities	(2,096)	(5,996)
Accrued interest	(6,848)	(6,873)

Deferred revenue	(747)	(3,355)
Operating lease liabilities	(3,978)	(4,792)
Net cash provided by operating activities	33,243	68,753
Cash flows from investing activities		
Purchases of property and equipment	(473)	(809)
Acquisition of business, net of cash acquired	(12,040)	0
Capitalized internal-use software costs	(7,191)	(7,531)
Purchases of marketable securities	(480,085)	(323,791)
Paydowns, maturities, and redemptions of marketable securities	452,711	421,522
Net cash provided by (used in) investing activities	(47,078)	89,391
Cash flows from financing activities		
Repurchase of common stock	(37,635)	(139,153)
Proceeds from exercise of stock options	1,522	3,989
Payments of tax withholdings on net settlement of equity awards	(11,106)	(13,417)
Proceeds from issuance of stock under employee stock purchase plan	3,625	6,396
Net cash used in financing activities	(43,594)	(142,185)
Net increase (decrease) in cash and cash equivalents	(57,429)	15,959
Beginning of period	283,043	227,380
End of period	$ 225,614	$ 243,339

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Organization and Description of Business	9 Months Ended
	Sep. 30, 2024
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
Organization and Description of Business	Organization and Description of Business

ZipRecruiter, Inc. was incorporated in the state of Delaware on June 29, 2010. Hereinafter, ZipRecruiter, Inc. and its wholly owned subsidiaries ZipRecruiter Israel Ltd., ZipRecruiter UK Ltd., ZipRecruiter Canada Ltd., and Poplar Technologies Ltd. are collectively referred to as "ZipRecruiter" or the "Company." The Company is a two-sided marketplace that enables employers and job seekers to connect with one another online to fill job opportunities.

On July 23, 2024, ZipRecruiter, Inc. acquired all of the outstanding share capital of Poplar Technologies Ltd (d/b/a Breakroom) ("Breakroom"). Breakroom is a UK-based employee review platform focused on frontline industries such as retail and hospitality.

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Basis of Presentation, Principles of Consolidation, and Summary of Significant Accounting Policies	9 Months Ended
	Sep. 30, 2024
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
Basis of Presentation, Principles of Consolidation, and Summary of Significant Accounting Policies	Basis of Presentation, Principles of Consolidation, and Summary of Significant Accounting Policies

The unaudited condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information. Accordingly, certain information and disclosures normally included in consolidated financial statements presented in accordance with U.S. GAAP have been condensed or omitted.

The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation. The condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023 (the "2023 Form 10-K"). The condensed consolidated balance sheet as of December 31, 2023 has been derived from the Company's audited consolidated financial statements. Certain reclassifications have been made to the presentation of the prior year to conform to the presentation of the current year.

In the opinion of the Company's management, the unaudited condensed consolidated financial statements include all adjustments (consisting of normal recurring adjustments) necessary for the fair statement of the condensed consolidated financial statements.

There have been no changes in the Company's accounting policies from those disclosed in the Company's audited consolidated financial statements and the related notes included in the 2023 Form 10-K, except for the accounting policies related to business combinations, intangible assets and goodwill, which are discussed in Note 4 and later in this Note.

The operating results for the three and nine months ended September 30, 2024 are not necessarily indicative of the results expected for the full year ending December 31, 2024 or any future period.

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and footnotes thereto. Actual results could differ from those estimates.

Business Combinations

The results of businesses acquired in a business combination are included in the Company's consolidated financial statements from the date of acquisition. Assets acquired and liabilities assumed in a business combination are recorded at their estimated fair values on the acquisition date. The excess of the purchase price over the fair values of net identifiable assets acquired and liabilities assumed is recorded as goodwill.

Determining the fair values of assets acquired and liabilities assumed may require management to use significant judgment and estimates including the selection of valuation methodologies, estimates of future revenue and cash flows, estimates of costs, discount rates and selection of comparable companies. The Company's estimates of fair value are based on assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates.

Transaction costs associated with business combinations are expensed as incurred.

Intangible Assets

Intangible assets are amortized over their estimated useful life using the straight-line method which approximates the pattern in which the economic benefits are consumed.

Goodwill

Goodwill represents the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. The excess of the purchase price over the fair values of net identifiable assets acquired and liabilities assumed is recorded as goodwill. During the three and nine months ended September 30, 2024, the Company recognized $6.8 million in additional goodwill related to its acquisition of Breakroom. For more information on the Breakroom acquisition, please see Note 4. The Company tests for impairment at least annually, in the fourth quarter, or whenever events or changes in circumstances indicate that goodwill might be impaired. The Company currently has one reporting unit.

Investments

The Company classifies and accounts for its money market mutual funds which have readily determinable fair values as equity securities, and it carries such securities at fair value with unrealized gains and losses reported in other income (expense), net in its condensed consolidated statements of operations.

The Company classifies and accounts for its debt securities as available-for-sale, and it carries such securities at fair value with unrealized gains and losses reported net of tax as a separate component of stockholders' equity in accumulated other comprehensive income. During both the three and nine months ended September 30, 2024, in connection with its available-for-sale debt securities, the Company recorded pre-tax unrealized gains of $0.2 million in other comprehensive income (loss) with no associated tax benefit. During the three and nine months ended September 30, 2023, in connection with its available-for-sale debt securities, the Company recorded pre-tax unrealized gains of $0.1 million and $0.2 million, respectively, in other comprehensive income (loss), with no associated tax benefit.

The Company determines any realized gains and losses on the sale of its available-for-sale debt securities using a specific identification method, and it records such gains and losses through other income (expense), net in its condensed consolidated statements of operations. During the three and nine months ended September 30, 2024 and 2023, the Company did not have any sales of its available-for-sale debt securities and consequently, did not reclassify any amounts out of accumulated other

comprehensive income into other income (expense), net in the condensed consolidated statements of operations.

Fair Value Measurements

The Company measures certain of its financial instruments at fair value on a recurring basis. Financial instruments measured at fair value on a recurring basis primarily include the Company's cash equivalents and marketable securities.

The Company also measured certain assets acquired and liabilities assumed as part of a business combination at fair value on a nonrecurring basis upon acquisition of all of the outstanding share capital of Breakroom on July 23, 2024. For more information on the Breakroom acquisition, please see Note 4.

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. Accounting standards describe a fair value hierarchy based on the following three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value:

- Level 1 — Quoted prices in active markets for identical assets, liabilities, or funds.

- Level 2 — Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

- Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Segments and Geographic Information

The Company operates as a single operating segment. The Company's Chief Operating Decision Maker, the CEO, regularly reviews financial information presented on a consolidated basis for purposes of assessing financial performance and allocating resources. Revenue is attributed to geographic regions based on locations where services are provided to the Company's customers. Foreign countries outside of the United States, in aggregate, accounted for less than 2% of the Company's revenue for the three and nine months ended September 30, 2024 and 2023. In addition, long-lived assets outside

of the United States were not material as of September 30, 2024 and December 31, 2023.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash and cash equivalents, marketable securities, and accounts receivable. The Company maintains its cash accounts with large financial institutions and at times, the cash accounts may exceed Federal Deposit Insurance Corporation limits. The Company has not experienced any losses in such accounts. The Company monitors the relative credit standing of the financial institutions with which it transacts and limits its credit exposure to any singular entity. Accordingly, the Company believes minimal credit risk exists with respect to these cash balances.

The Company invests only in highly rated debt and equity securities. The Company believes the financial institutions that hold its investments are financially sound, and accordingly, are subject to minimal credit risk.

No customers accounted for 10% or more of the Company's outstanding accounts receivable as of September 30, 2024. One customer accounted for 10% of the Company's outstanding accounts receivable as of December 31, 2023. The Company closely monitors the financial condition of the foregoing customer, which has been in good credit standing. The Company does not consider the concentration of its accounts receivable to be a material risk. For the three and nine months ended September 30, 2024 and 2023, there were no customers that individually represented 10% or more of revenue.

The Company uses third parties to collect its credit card receivables and believes risk related to its credit card processors is minimal.

Share Repurchase Program

All shares repurchased under the Company's share repurchase program are purchased for immediate retirement. Repurchased shares reduce the Company's outstanding shares and its weighted average number of common shares outstanding for purposes of calculating basic and diluted earnings per share. All excess of repurchase price over par value for shares repurchased is allocated to retained earnings to the extent the Company has retained earnings. If the Company has an accumulated deficit, all excess of repurchase price over par value for shares repurchased is allocated first to additional paid-in capital, to the extent the Company has additional paid-in capital, until depleted, and then to accumulated deficit in the Company's condensed consolidated statements of changes in stockholders' equity (deficit). The Company may repurchase shares of common stock through open market or privately negotiated transactions, block purchases, or pursuant to one or more Rule 10b5-1 plans. For more information on the Company's share repurchase program, please see Note 10.

Recent Accounting Pronouncements

Accounting Pronouncements Not Yet Adopted

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which expands disclosure requirements about a public entity's reportable segments and significant segment expenses. This update also expands the interim segment disclosure requirements. Public entities that have a single reportable segment will be required to provide on both an interim and annual basis all the disclosures required by Topic 280, including those added by the amendments in ASU 2023-07. The standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The amendments should be applied retrospectively to all prior periods presented in the financial statements. The adoption of this update would not be expected to have a material impact on the Company's consolidated financial statements.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which intends to enhance the transparency and decision usefulness of income tax disclosures, primarily through expanding disclosures in an entity's income tax rate reconciliation table and regarding cash taxes paid both in the U.S. and foreign jurisdictions. The update will be effective for annual periods beginning after December 15, 2024 on a prospective basis. Early adoption is permitted. The Company is currently evaluating the effects of the adoption of this update on its consolidated financial statements.

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Net Income (Loss) Per Share	**9 Months Ended Sep. 30, 2024**
Earnings Per Share [Abstract]	
Net Income (Loss) Per Share	Net Income (Loss) Per Share

The following table presents the Company's basic net income (loss) per share (in thousands, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net income (loss) per share, basic:				
Net income (loss)	$ (2,570)	$ 24,076	$ (2,061)	$ 43,467
Weighted average shares of Class A and Class B common stock outstanding	98,485	99,800	98,871	101,409
Net income (loss) per share, basic	$ (0.03)	$ 0.24	$ (0.02)	$ 0.43

The following table presents the Company's diluted net income (loss) per share (in thousands, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net income (loss) per share, diluted:				
Numerator:				
Net income (loss)	$ (2,570)	$ 24,076	$ (2,061)	$ 43,467
Denominator:				
Weighted average shares of Class A and Class B common stock outstanding, basic	98,485	99,800	98,871	101,409
Effect of dilutive securities:				
Options to purchase common stock	—	4,608	—	4,943
Unvested restricted stock units	—	273	—	325
Employee stock purchase plan	—	26	—	11
Weighted average shares of Class A and Class B common stock outstanding, diluted	98,485	104,707	98,871	106,688
Net income (loss) per share, diluted	$ (0.03)	$ 0.23	$ (0.02)	$ 0.41

The weighted average number of potentially dilutive common stock equivalents of 12.4 million and 12.8 million were excluded from the computation of diluted net loss per share during the three and nine months ended September 30, 2024, respectively, because their inclusion would have been anti-dilutive. The weighted average number of potentially dilutive common stock equivalents of 5.9 million and 6.2 million were excluded from the computation of diluted net income per share during the three and nine months ended September 30, 2023, respectively, because their inclusion would have been anti-dilutive.

In April 2021, the Company granted a restricted stock unit ("RSU") award (the "CEO Performance Award"), which included service, market, and performance-based vesting conditions. The CEO Performance Award is excluded from the above table because none of the market conditions had been met as of September 30, 2023. Additionally, in December 2023, the Company entered into a Cancellation Agreement with the CEO, which provided for the cancellation of the 1.4 million RSUs included in the CEO Performance Award. For more information on the Cancellation Agreement, please see Note 11.

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Acquisitions	**9 Months Ended Sep. 30, 2024**
Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract]	
Acquisitions	Acquisitions

On July 23, 2024, the Company entered into a share purchase agreement with, and acquired 100% of the outstanding share capital in, Breakroom. Breakroom is a UK-based employee review platform focused on frontline industries such as retail and hospitality. The Company believes there is an opportunity with Breakroom to complement its employment sites in the United States.

The fair value of consideration transferred on the date of acquisition totaled $13.3 million, consisting of $12.4 million paid in cash and a liability of $0.9 million assumed related to non-employee investor holdback consideration. Such non-employee holdback consideration is payable one year subsequent to the date of acquisition. This consideration is subject to customary holdback provisions and is not contingent upon the occurrence of specified future events.

The financial results of Breakroom from the date of acquisition were included in the Company's condensed consolidated financial statements for the three and nine months ended September 30, 2024. Pro forma results of operations have not been presented as the results do not have a material effect on any of the periods presented in the Company's condensed consolidated financial statements.

The following table summarizes the estimated fair values of identified assets and liabilities as of the acquisition date (in thousands):

	Fair Value
Cash and cash equivalents	$ 372
Intangible assets	6,208
Goodwill	6,794
Other assets	153
Total assets	13,527
Current liabilities	(187)
Net assets acquired	$ 13,340

The following table summarizes the estimated fair values of identifiable intangible assets acquired and their estimated useful life at the date of acquisition (in thousands, except useful life information):

	Fair Value	Useful Life (In Years)
Developed technology	$ 5,783	3
Trade names and trademarks	425	10
Total intangible assets subject to amortization	$ 6,208	

Amortization expense for such finite-lived intangible assets was $0.4 million during both the three and nine months ended September 30, 2024. Future amortization expense for the Company's finite-lived intangible assets as of September 30, 2024 is as follows for the years ended December 31, (in thousands):

2024	$ 497
2025	1,970
2026	1,970
2027	1,120
2028	43
Thereafter	236
Total future amortization expense	$ 5,836

The estimated fair value of the developed technology acquired was determined using the replacement cost method. This approach requires the use of inputs within Level 3 in the fair value hierarchy related to the cost to replace the technology, including time and resources required, as well as an estimated profit margin and opportunity cost.

The estimated fair value of the trade names and trademarks acquired was determined using the relief-from-royalty method. This approach requires the use of inputs within Level 3 in the fair value hierarchy, including revenue projections, a royalty rate based on qualitative factors and market-derived royalty rates, and a discount rate based on the Company's weighted average cost of capital adjusted for risks commonly inherent in trade names.

Goodwill is primarily attributable to the workforce of the acquired business and benefits related to expanded market opportunities from integrating Breakroom's technology with the Company's marketplace offerings. All of the goodwill was assigned to the Company's single reporting unit and is not deductible for tax purposes.

The Company estimated the fair values of assets acquired and liabilities assumed as of the date of the acquisition based on currently available information. The fair value of consideration transferred is subject to customary holdback provisions, related to non-employee investor holdback consideration, applicable during a measurement period of one year from the acquisition.

Upon the close of the transaction, the Company agreed to pay up to $3.5 million to former Breakroom founders, in equal quarterly installments over a three-year period post-closing of the transaction, contingent upon those employees' continued employment with the Company (the "Employee Seller Holdback Consideration"). These costs are expensed over the continued employment period. For both the three and nine months ended September 30, 2024, the Company incurred expenses of $0.3 million related to the Employee Seller Holdback Consideration, of which $0.2 million were recorded in research and development expenses and $0.1 million were recorded in general and administrative expenses within the Company's condensed consolidated statements of operations. Additional acquisition-related costs were not material for the three and nine months ended September 30, 2024.

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Revenue Information

9 Months Ended
Sep. 30, 2024

Revenue from Contract with Customer [Abstract]

Revenue Information — Revenue Information

The Company disaggregates revenue into two streams: subscription revenue and performance-based revenue. The following table presents the Company's revenue streams (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Subscription	$ 91,071	$ 122,431	$ 284,059	$ 402,599
Performance-based	26,013	33,199	78,922	107,201
Total revenue	$ 117,084	$ 155,630	$ 362,981	$ 509,800

The Company recognized $11.7 million and $16.9 million of revenue during the three months ended September 30, 2024 and 2023, respectively, that was included in the deferred revenue balances as of June 30, 2024 and 2023, respectively.

The Company recognized $12.7 million and $19.4 million of revenue during the nine months ended September 30, 2024 and 2023, respectively, that was included in the deferred revenue balances as of December 31, 2023 and 2022, respectively.

As of September 30, 2024 and December 31, 2023, the Company had no contract assets.

Performance Obligations

An immaterial amount of revenue was recognized during the nine months ended September 30, 2024 from performance obligations satisfied in previous periods. No revenue was recognized during the three months ended September 30, 2024 and the three and nine months ended September 30, 2023 from performance obligations satisfied in previous periods.

As of September 30, 2024, the Company did not have any material remaining performance obligations expected to be recognized in the future. Generally, any remaining performance obligations relate primarily to subscription services such as time-based job posting plans, upsell services, and resume database plans that will be invoiced in future periods, and exclude (i) contracts with an original expected term of one year or less and (ii) contracts for which the Company only recognizes revenue at the amount to which it has the right to invoice for services performed.

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Financial Instruments

9 Months Ended
Sep. 30, 2024

Fair Value Disclosures [Abstract]

Financial Instruments — Financial Instruments

Fair Value Measurements

The following table presents the Company's financial assets measured at fair value on a recurring basis, as well as the amortized cost basis and gross unrealized gains and losses of those assets as of September 30, 2024 (in thousands):

					Balance Sheet Classification	
	Amortized Cost Basis	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Cash and Cash Equivalents	Marketable Securities
Level 1:						
Cash	$ 172,609	$ —	$ —	$ 172,609	$ 172,609	$ —
Money market mutual funds	29,069	—	—	29,069	29,069	—
U.S. treasury securities	145,447	125	—	145,572	3,496	142,076
Subtotal	347,125	125	—	347,250	205,174	142,076
Level 2:						
Commercial paper	34,774	—	—	34,774	3,979	30,795
Certificates of deposit	9,709	—	—	9,709	—	9,709
Corporate notes and obligations	96,476	36	(8)	96,504	16,461	80,043
Asset-backed securities	9,320	16	—	9,336	—	9,336
Subtotal	150,279	52	(8)	150,323	20,440	129,883
Total cash, cash equivalents, and marketable securities	$ 497,404	$ 177	$ (8)	$ 497,573	$ 225,614	$ 271,959

As of December 31, 2023, the Company's financial assets consisted of the following (in thousands):

					Balance Sheet Classification	
	Amortized Cost Basis	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Cash and Cash Equivalents	Marketable Securities
Level 1:						
Cash	$ 237,104	$ —	$ —	$ 237,104	$ 237,104	$ —
Money market mutual funds	23,762	—	—	23,762	23,762	—
U.S. treasury securities	138,893	38	(8)	138,923	—	138,923
Subtotal	399,759	38	(8)	399,789	260,866	138,923
Level 2:						
Commercial paper	25,899	—	—	25,899	6,495	19,404
Certificates of deposit	7,768	—	—	7,768	3,010	4,758
Corporate notes and obligations	71,545	12	(21)	71,536	12,672	58,864
Asset-backed securities	7,319	7	(10)	7,316	—	7,316
U.S. agency securities	7,814	—	(5)	7,809	—	7,809
Subtotal	120,345	19	(36)	120,328	22,177	98,151
Total cash, cash equivalents, and marketable securities	$ 520,104	$ 57	$ (44)	$ 520,117	$ 283,043	$ 237,074

The Company's money market mutual funds and treasury securities are measured at fair value using quoted prices in active markets for identical assets and are classified within Level 1 in the fair value hierarchy. The fair values of the Company's Level 2 commercial paper and certificates of deposit are determined using quoted prices in markets that are not active or using model-driven valuations employing significant inputs derived from observable market data. The fair values of the Company's Level 2 corporate notes and obligations, asset-backed securities, and U.S. agency securities are determined using an evaluated price based on a compilation of reported market information, such as benchmark yield curves, credit spreads and estimated default rates.

The carrying amounts of the Company's remaining financial instruments not discussed in the above table, including accounts receivable and accounts payable, approximate fair value because of their short-term maturities, except for the Company's $550.0 million senior unsecured notes (the "Notes") which are valued on a quarterly basis for disclosure purposes only based on quoted prices for the Notes in less active markets and categorized accordingly as Level 2 in the fair value hierarchy. The aggregate fair value of the Notes was estimated to be approximately $492.3 million as of September 30, 2024 and approximately $478.5 million as of December 31, 2023.

Equity Securities

The Company's investments in equity securities consist primarily of money market mutual funds. During the three and nine months ended September 30, 2024 and 2023, the Company recorded no material unrealized gains or losses in connection with its money market mutual funds held as of September 30, 2024.

Available-for-sale Debt Securities

The following table summarizes the fair value of the Company's available-for-sale debt securities by contractual maturity as of September 30, 2024 (in thousands):

Due within 1 year	$ 288,556
Due after 1 year through 5 years	7,339
Total available-for-sale debt securities	$ 295,895

Actual maturities may differ from contractual maturities because certain borrowers have the right to call or prepay certain obligations.

The following table summarizes the available-for-sale debt securities which have been in a continuous unrealized loss position for less than 12 months and those that have been in a continuous unrealized loss position for more than 12 months as of September 30, 2024 (in thousands):

	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Asset-backed securities	$ 152	$ —	$ —	$ —	$ 152	$ —
Corporate notes and obligations	23,912	(8)	—	—	23,912	(8)
U.S. treasury securities	2,450	—	—	—	2,450	—
Total available-for-sale debt securities	$ 26,514	$ (8)	$ —	$ —	$ 26,514	$ (8)

The following table summarizes the available-for-sale debt securities which have been in a continuous unrealized loss position for less than 12 months and those that have been in a continuous

unrealized loss position for more than 12 months as of December 31, 2023 (in thousands):

	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Asset-backed securities	$ 3,211	$ (6)	$ 1,027	$ (4)	$ 4,238	$ (10)
Corporate notes and obligations	40,527	(21)	—	—	40,527	(21)
U.S. treasury securities	7,397	(8)	—	—	7,397	(8)
U.S. agency securities	7,809	(5)	—	—	7,809	(5)
Total available-for-sale debt securities	$ 58,944	$ (40)	$ 1,027	$ (4)	$ 59,971	$ (44)

The Company did not recognize any credit losses for its available-for-sale debt securities during the three and nine months ended September 30, 2024 and 2023. The Company had no ending allowance balances for credit losses as of September 30, 2024 or December 31, 2023.

During the three and nine months ended September 30, 2024 and 2023, the Company had no sales of its available-for-sale debt securities.

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Accrued Expenses

9 Months Ended
Sep. 30, 2024

Payables and Accruals [Abstract]

Accrued Expenses

Accrued Expenses

Accrued expenses consist of the following (in thousands):

	September 30, 2024	December 31, 2023
Accrued compensation and benefits	$ 15,935	$ 17,895
Accrued marketing	10,487	8,133
Accrued commissions	3,934	3,740
Accrued partner expenses	1,606	2,255
Accrued refunds and customer liabilities	2,128	2,179
Other accrued expenses	8,442	7,539
Total accrued expenses	$ 42,532	$ 41,741

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Debt

9 Months Ended
Sep. 30, 2024

Debt Disclosure [Abstract]

Debt

Debt

Credit Facility

In April 2021, the Company entered into a $250.0 million credit facility agreement with a syndicate of banks. In July 2024, the Company entered into a supplement to the credit facility agreement, which increased the aggregate revolving commitments available under the credit facility from $250.0 million to $290.0 million. The credit facility has a maturity date of April 30, 2026. The Company had no amounts outstanding under its credit facility and was in compliance with the financial covenants as of September 30, 2024. The amount available under the credit facility as of September 30, 2024 was $287.6 million, which is the credit limit less letters of credit outstanding of $2.4 million.

Senior Unsecured Notes

On January 12, 2022, the Company issued an aggregate principal amount of $550.0 million senior unsecured Notes in a private placement. The Notes will mature on January 15, 2030 and bear interest at a rate of 5% per year. Interest on the Notes is payable semi-annually in arrears on January 15 and July 15 of each year. Unpaid interest amounts are included within accrued interest in the Company's condensed consolidated balance sheets. At its sole discretion, the Company has the option to redeem the Notes at any time in whole or in part at specified redemption prices.

The Company includes its Notes, net of debt issuance costs, within long-term borrowings in its condensed consolidated balance sheets. As of September 30, 2024, the Company had a carrying amount of approximately $6.6 million of debt issuance costs related to the Notes.

For both the three months ended September 30, 2024 and 2023, the Company recognized $7.1 million in interest expense related to the Notes, and for both the nine months ended September 30, 2024 and 2023, the Company recognized $21.4 million in interest expense related to the Notes, with an effective interest rate of 5.4% for all periods. Such interest expense includes $0.3 million related to the amortization of debt issuance costs for both the three months ended September 30, 2024 and 2023, and $0.8 million related to the amortization of debt issuance costs for both the nine months ended September 30, 2024 and 2023.

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Commitment and Contingencies

9 Months Ended
Sep. 30, 2024

Commitments and Contingencies Disclosure [Abstract]

Commitments and Contingencies

Commitments and Contingencies

Legal Matters

The Company is subject to various legal proceedings and claims that arise in the ordinary course of business. If the Company determines that it is probable that a loss has been incurred and the amount is reasonably estimable, the Company will record a liability. However, if the Company determines that a contingent loss is reasonably possible and the loss or range of loss can be estimated, the Company will disclose the possible loss in the condensed consolidated financial statements. Legal costs relating to loss contingencies are expensed as incurred.

Indemnification

In the ordinary course of business, the Company may provide indemnification of varying scopes and terms to customers, investors, directors and officers with respect to certain matters, including, but not limited to, losses arising out of the Company's breach of such agreements, services to be provided by the Company, or from certain claims made by third parties. These indemnification provisions may survive termination of the underlying agreement and the maximum potential amount of future payments the Company could be required to make under these indemnification provisions may not be subject to maximum loss clauses. The maximum potential amount of future payments the Company could be required to make under these indemnification provisions is indeterminable. The Company has never paid a material claim, nor has the Company been sued in connection with these indemnification arrangements. As of September 30, 2024, the Company has not accrued a liability for these indemnification arrangements because the likelihood of incurring a payment obligation, if any, in connection with these indemnification arrangements is neither probable nor reasonably estimable.

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Share Repurchase Program

9 Months Ended
Sep. 30, 2024

Share-Based Payment Arrangement [Abstract]

Share Repurchase Program

Share Repurchase Program

The Company's board of directors has authorized the Company to repurchase up to $550.0 million of outstanding shares of its common stock pursuant to a share repurchase program (the "Program"). Under the Program, the Company may repurchase shares of common stock through open market or privately negotiated transactions, block purchases, or pursuant to one or more Rule 10b5-1 plans. The Program does not obligate the Company to repurchase shares of common stock. There is no minimum or maximum number of shares to be repurchased under the Program.

During the nine months ended September 30, 2024, the Company repurchased an aggregate 3.9 million shares of its Class A common stock for an aggregate purchase price of $37.6 million under the Program through open market purchases.

Approximately $25.8 million remains available for future repurchases of Class A common stock under the Program as of September 30, 2024.

All shares repurchased under the Program were immediately retired. Repurchased shares reduced the Company's outstanding shares and its weighted average number of shares of common stock outstanding for purposes of calculating basic and diluted earnings per share.

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Stock-Based Compensation

9 Months Ended
Sep. 30, 2024

Share-Based Payment Arrangement [Abstract]

Stock-Based Compensation

Stock-Based Compensation

Total stock-based compensation expense is recorded in the condensed consolidated statements of operations as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Cost of revenue	$ 148	$ 171	$ 482	$ 495
Sales and marketing	2,688	3,068	8,115	9,567
Research and development	7,814	8,921	25,721	26,686
General and administrative	4,438	6,935	14,935	21,557
Total stock-based compensation	$ 15,088	$ 19,095	$ 49,253	$ 58,305

Equity Incentive Plan and Employee Stock Purchase Plan

Under the Company's 2021 Equity Incentive Plan, as of September 30, 2024, 31.0 million shares of Class A common stock were authorized, of which 17.0 million shares of Class A common stock were available for future issuance. The number of shares reserved for issuance was increased in January 2024 pursuant to the evergreen provisions set forth in the 2021 Equity Incentive Plan.

Under the Company's 2021 Employee Stock Purchase Plan (the "ESPP"), as of September 30, 2024, 3.7 million shares of Class A common stock were authorized. The number of shares reserved for issuance was increased in January 2024 pursuant to the evergreen provisions set forth in the ESPP.

The ESPP provides for concurrent six-month offering and purchase periods beginning February 15 and August 15 of each year. During the three months ended September 30, 2024, 0.2 million shares of

Class A common stock were purchased under the ESPP for an aggregate amount of $1.0 million. During the nine months ended September 30, 2024, 0.4 million shares of Class A common stock were purchased under the ESPP for an aggregate amount of $3.6 million. As of September 30, 2024, the Company recorded a liability of $0.6 million related to the accumulated payroll deductions, which are refundable to employees who withdraw from the ESPP. This amount is included within accrued expenses in the condensed consolidated balance sheets.

Stock Options

A summary of the Company's stock option activity for the nine months ended September 30, 2024 is as follows (in thousands, except weighted average information):

	Number of Options Outstanding	Weighted Average Exercise Price Per Share
Outstanding at December 31, 2023	5,159	$ 2.27
Granted	—	—
Exercised	(715)	2.20
Forfeited/Canceled	(8)	2.19
Outstanding at September 30, 2024	4,436	$ 2.28
Exercisable at September 30, 2024	4,423	$ 2.28

As of September 30, 2024, total remaining stock-based compensation expense for unvested stock options is $0.3 million, which is expected to be recognized over a weighted average period of 0.3 years.

Restricted Stock Units

On April 19, 2021, the Company granted the CEO Performance Award, which provided for a grant of 1.4 million RSUs consisting of five vesting tranches with a vesting schedule based upon achieving stock price targets as well as satisfying certain minimum service requirements. On December 21, 2023, the Company entered into the Cancellation Agreement with the CEO, which provided for the cancellation of the 1.4 million market-based RSUs included in the CEO Performance Award. As of the date of the Cancellation Agreement, none of the stock price targets set forth in the CEO Performance Award had been met and all of the RSUs were unvested. The cancellation resulted in an acceleration of $7.5 million in unrecognized stock-based compensation expense from future periods into the fourth quarter of 2023. Accordingly, the Company recorded no stock-based compensation expense related to the CEO Performance Award during the three and nine months ended September 30, 2024. During the three and nine months ended September 30, 2023, the Company recorded stock-based compensation expense of $1.5 million and $4.5 million, respectively, related to the CEO Performance Award.

For all RSUs, excluding the CEO Performance Award, the Company recorded stock-based compensation expense of $15.1 million and $49.8 million during the three and nine months ended September 30, 2024, respectively, and $16.7 million and $51.3 million during the three and nine months ended September 30, 2023, respectively.

A summary of the Company's RSU activity for the nine months ended September 30, 2024 is as follows (in thousands, except weighted average information):

	Number of Shares	Weighted Average Grant Date Fair Value Per Share
Unvested at December 31, 2023	6,675	$ 20.36
Granted	5,095	11.58
Vested	(2,784)	18.92
Forfeited/Canceled	(1,440)	17.52
Unvested at September 30, 2024	7,546	$ 15.51

As of September 30, 2024, total unrecognized stock-based compensation expense for unvested RSUs was $113.4 million, which is expected to be recognized over a weighted average period of 1.4 years. The Company had no outstanding performance-based RSUs as of September 30, 2024.

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Income Taxes	9 Months Ended Sep. 30, 2024
Income Tax Disclosure [Abstract]	
Income Taxes	Income Taxes

The Company computes its provision for income taxes by applying the estimated annual effective tax rate to pretax income or loss and adjusts the provision for discrete tax items recorded in the period. The income tax expense (benefit), effective tax rates, and statutory federal income tax rates for the three and nine months ended September 30, 2024 and 2023 were as follows (in thousands, except percentages):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Income tax expense (benefit)	$ (1,824)	$ 5,934	$ 1,945	$ 15,376
Effective tax rate	41.5 %	19.8 %	*	26.1 %
Statutory federal income tax rate	21 %	21 %	21 %	21 %

* The effective tax rate for the nine months ended September 30, 2024 is not meaningful as a result of the low level of loss before income taxes recorded for the period.

The effective tax rate for the three and nine months ended September 30, 2024 differed from the U.S. federal statutory tax rate of 21% primarily due to tax detriments relating to the settlement of RSUs, limitations on the amount of deductible officer compensation, state taxes, and net tax benefits from research and development tax credits.

The effective tax rate for the three and nine months ended September 30, 2023 differed from the U.S. federal statutory tax rate of 21% primarily due to state taxes, tax detriments relating to the settlement of RSUs, and limitations on the amount of deductible officer compensation, partially offset by net tax benefits from research and development tax credits.

During the three and nine months ended September 30, 2024, the Company continued to record reserves for the current year uncertain tax positions recognized within the effective tax rate. The Company believes that any change to the unrecognized tax benefits in the next 12 months will not be material to the condensed consolidated financial statements.

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Subsequent Events	9 Months Ended Sep. 30, 2024
Subsequent Events [Abstract]	
Subsequent Events	Subsequent Events

Lease Agreement

In October 2024, the Company entered into a lease agreement with SMBP LLC for 24,936 square feet of office space located at 3000 Ocean Park Blvd. Suite 3000, in Santa Monica, California with a commencement date no earlier than June 1, 2025. The Company intends to use the space for its new corporate headquarters, as the lease for its current corporate headquarters is expected to expire in May 2025. The lease has an initial term of 65 months with one five-year extension option, and is expected to commence in the second quarter of 2025. The aggregate estimated rent payments due over the initial term of the lease are approximately $8.0 million.

Increase to Share Repurchase Program

In November 2024, the Company's board of directors authorized an increase to the Program of $100.0 million. Such amount is in addition to the Company's previous aggregate authorization of $550.0 million.

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Pay vs Performance Disclosure - USD ($) $ in Thousands	3 Months Ended						9 Months Ended	
	Sep. 30, 2024	Jun. 30, 2024	Mar. 31, 2024	Sep. 30, 2023	Jun. 30, 2023	Mar. 31, 2023	Sep. 30, 2024	Sep. 30, 2023
Pay vs Performance Disclosure								
Net income (loss)	$ (2,570)	$ 7,014	$ (6,505)	$ 24,076	$ 14,380	$ 5,011	$ (2,061)	$ 43,467

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Insider Trading Arrangements	3 Months Ended Sep. 30, 2024 shares	9 Months Ended Sep. 30, 2024 shares
Trading Arrangements, by Individual		
Non-Rule 10b5-1 Arrangement Adopted	false	
Rule 10b5-1 Arrangement Terminated	false	
Non-Rule 10b5-1 Arrangement Terminated	false	
Ian Siegel [Member]		
Trading Arrangements, by Individual		
Material Terms of Trading Arrangement	On September 9, 2024, The Siegel Family Trust dtd 11/7/2005, affiliated with Ian Siegel, our Chief Executive Officer, adopted a Rule 10b5-1 Plan for the potential sale of up to 703,452 shares of common stock. The plan's expiration date is December 22, 2025.	
Name	Ian Siegel	
Title	Chief Executive Officer	
Rule 10b5-1 Arrangement Adopted	true	
Adoption Date	September 9, 2024	
Expiration Date	December 22, 2025	

Arrangement Duration	469 days	
Aggregate Available	703,452	703,452
Amy Garefis [Member]		
Trading Arrangements, by Individual		
Material Terms of Trading Arrangement		On September 10, 2024, Amy Garefis, our Executive Vice President, Chief People Officer, adopted a Rule 10b5-1 Plan for the potential sale of up to 163,306 shares of common stock. The plan's expiration date is March 31, 2026.
Name	Amy Garefis	
Title	Executive Vice President, Chief People Officer	
Rule 10b5-1 Arrangement Adopted	true	
Adoption Date	September 10, 2024	
Expiration Date	March 31, 2026	
Arrangement Duration	567 days	
Aggregate Available	163,306	163,306
Ryan Sakamoto [Member]		
Trading Arrangements, by Individual		
Material Terms of Trading Arrangement		On September 11, 2024, Ryan Sakamoto, our Executive Vice President, Chief Legal Officer, adopted a Rule 10b5-1 Plan for the potential sale of up to 71,575 shares of common stock. The plan's expiration date is March 31, 2026.
Name	Ryan Sakamoto	
Title	Executive Vice President, Chief Legal Officer	
Rule 10b5-1 Arrangement Adopted	true	
Adoption Date	September 11, 2024	
Expiration Date	March 31, 2026	
Arrangement Duration	566 days	
Aggregate Available	71,575	71,575
The Yarbrough Family Trust [Member]		
Trading Arrangements, by Individual		
Material Terms of Trading Arrangement		On September 12, 2024, The Yarbrough Family Trust, affiliated with Timothy Yarbrough, our Executive Vice President, Chief Financial Officer, adopted a Rule 10b5-1 Plan for the potential sale of up to 292,027 shares of common stock. The plan's expiration date is March 31, 2026.
Name	The Yarbrough Family Trust	
Title	affiliated with Timothy Yarbrough	
Rule 10b5-1 Arrangement Adopted	true	
Adoption Date	September 12, 2024	
Expiration Date	March 31, 2026	
Arrangement Duration	565 days	
Aggregate Available	292,027	292,027
David Travers [Member]		
Trading Arrangements, by Individual		
Material Terms of Trading Arrangement		On September 13, 2024, David Travers, our President, adopted a Rule 10b5-1 Plan for the potential sale of up to 423,290 shares of common stock. The plan's expiration date is December 31, 2025.
Name	David Travers	
Title	President	
Rule 10b5-1 Arrangement Adopted	true	
Adoption Date	September 13, 2024	
Expiration Date	December 31, 2025	
Arrangement Duration	474 days	
Aggregate Available	423,290	423,290

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Basis of Presentation, Principles of Consolidation, and Summary of Significant Accounting Policies (Policies)	**9 Months Ended** **Sep. 30, 2024**
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
Basis of Presentation and Principles of Consolidation	The unaudited condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information. Accordingly, certain information and disclosures normally included in consolidated financial statements presented in accordance with U.S. GAAP have been condensed or omitted. The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation. The condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023 (the "2023 Form 10-K"). The condensed consolidated balance sheet as of December 31, 2023 has been derived from the Company's audited consolidated financial statements. Certain reclassifications have been made to the presentation of the prior year to conform to the presentation of the current year. In the opinion of the Company's management, the unaudited condensed consolidated financial statements include all adjustments (consisting of normal recurring adjustments) necessary for the fair statement of the condensed consolidated financial statements. There have been no changes in the Company's accounting policies from those disclosed in the Company's audited consolidated financial statements and the related notes included in the 2023 Form 10-K, except for the accounting policies related to business combinations, intangible assets and goodwill, which are discussed in Note 4 and later in this Note. The operating results for the three and nine months ended September 30, 2024 are not necessarily indicative of the results expected for the full year ending December 31, 2024 or any future period.
Use of Estimates	The preparation of condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and footnotes thereto. Actual results could differ from those estimates.
Business Combinations	The results of businesses acquired in a business combination are included in the Company's consolidated financial statements from the date of acquisition. Assets acquired and liabilities assumed in a business combination are recorded at their estimated fair values on the acquisition date. The excess of the purchase price over the fair values of net identifiable assets acquired and liabilities assumed is recorded as goodwill. Determining the fair values of assets acquired and liabilities assumed may require management to use significant judgment and estimates including the selection of valuation methodologies, estimates of future revenue and cash flows, estimates of costs, discount rates and selection of comparable companies. The Company's estimates of fair value are based on assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. Transaction costs associated with business combinations are expensed as incurred.
Intangible Assets	Intangible assets are amortized over their estimated useful life using the straight-line method which approximates the pattern in which the economic benefits are consumed.
Goodwill	During the three and nine months ended September 30, 2024, the Company recognized $6.8 million in additional goodwill related to its acquisition of Breakroom. For more information on the Breakroom acquisition, please see Note 4. The Company tests for impairment at least annually, in the fourth quarter, or whenever events or changes in circumstances indicate that goodwill might be impaired. The Company currently has one reporting unit.
Investments	The Company classifies and accounts for its money market mutual funds which have readily determinable fair values as equity securities, and it carries such securities at fair value with unrealized gains

and losses reported in other income (expense), net in its condensed consolidated statements of operations.

The Company classifies and accounts for its debt securities as available-for-sale, and it carries such securities at fair value with unrealized gains and losses reported net of tax as a separate component of stockholders' equity in accumulated other comprehensive income. During both the three and nine months ended September 30, 2024, in connection with its available-for-sale debt securities, the Company recorded pre-tax unrealized gains of $0.2 million in other comprehensive income (loss) with no associated tax benefit. During the three and nine months ended September 30, 2023, in connection with its available-for-sale debt securities, the Company recorded pre-tax unrealized gains of $0.1 million and $0.2 million, respectively, in other comprehensive income (loss), with no associated tax benefit.

The Company determines any realized gains and losses on the sale of its available-for-sale debt securities using a specific identification method, and it records such gains and losses through other income (expense), net in its condensed consolidated statements of operations. During the three and nine months ended September 30, 2024 and 2023, the Company did not have any sales of its available-for-sale debt securities and consequently, did not reclassify any amounts out of accumulated other

comprehensive income into other income (expense), net in the condensed consolidated statements of operations.

Fair Value Measurements

The Company measures certain of its financial instruments at fair value on a recurring basis. Financial instruments measured at fair value on a recurring basis primarily include the Company's cash equivalents and marketable securities.

The Company also measured certain assets acquired and liabilities assumed as part of a business combination at fair value on a nonrecurring basis upon acquisition of all of the outstanding share capital of Breakroom on July 23, 2024. For more information on the Breakroom acquisition, please see Note 4.

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. Accounting standards describe a fair value hierarchy based on the following three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value:

- Level 1 — Quoted prices in active markets for identical assets, liabilities, or funds.

- Level 2 — Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

- Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Segments and Geographic Information

The Company operates as a single operating segment. The Company's Chief Operating Decision Maker, the CEO, regularly reviews financial information presented on a consolidated basis for purposes of assessing financial performance and allocating resources. Revenue is attributed to geographic regions based on locations where services are provided to the Company's customers. Foreign countries outside of the United States, in aggregate, accounted for less than 2% of the Company's revenue for the three and nine months ended September 30, 2024 and 2023. In addition, long-lived assets outside of the United States were not material as of September 30, 2024 and December 31, 2023.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash and cash equivalents, marketable securities, and accounts receivable. The Company maintains its cash accounts with large financial institutions and at times, the cash accounts may exceed Federal Deposit Insurance Corporation limits. The Company has not experienced any losses in such accounts. The Company monitors the relative credit standing of the financial institutions with which it transacts and limits its credit exposure to any singular entity. Accordingly, the Company believes minimal credit risk exists with respect to these cash balances.

The Company invests only in highly rated debt and equity securities. The Company believes the financial institutions that hold its investments are financially sound, and accordingly, are subject to minimal credit risk.

Share Repurchase Program

All shares repurchased under the Company's share repurchase program are purchased for immediate retirement. Repurchased shares reduce the Company's outstanding shares and its weighted average number of common shares outstanding for purposes of calculating basic and diluted earnings per share. All excess of repurchase price over par value for shares repurchased is allocated to retained earnings to the extent the Company has retained earnings. If the Company has an accumulated deficit, all excess of repurchase price over par value for shares repurchased is allocated first to additional paid-in capital, to the extent the Company has additional paid-in capital, until depleted, and then to accumulated deficit in the Company's condensed consolidated statements of changes in stockholders' equity (deficit).

Recent Accounting Pronouncements

Accounting Pronouncements Not Yet Adopted

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which expands disclosure requirements about a public entity's reportable segments and significant segment expenses. This update also expands the interim segment disclosure requirements. Public entities that have a single reportable segment will be required to provide on both an interim and annual basis all the disclosures required by Topic 280, including those added by the amendments in ASU 2023-07. The standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The amendments should be applied retrospectively to all prior periods presented in the financial statements. The adoption of this update would not be expected to have a material impact on the Company's consolidated financial statements.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which intends to enhance the transparency and decision usefulness of income tax disclosures, primarily through expanding disclosures in an entity's income tax rate reconciliation table and regarding cash taxes paid both in the U.S. and foreign jurisdictions. The update will be effective for annual periods beginning after December 15, 2024 on a prospective basis. Early adoption is permitted. The Company is currently evaluating the effects of the adoption of this update on its consolidated financial statements.

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Net Income (Loss) Per Share (Tables)

9 Months Ended Sep. 30, 2024

Earnings Per Share [Abstract]

Schedule of Earnings Per Share, Basic, by Common Class, Including Two Class Method

The following table presents the Company's basic net income (loss) per share (in thousands, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net income (loss) per share, basic:				
Net income (loss)	$ (2,570)	$ 24,076	$ (2,061)	$ 43,467
Weighted average shares of Class A and Class B common stock outstanding	98,485	99,800	98,871	101,409
Net income (loss) per share, basic	$ (0.03)	$ 0.24	$ (0.02)	$ 0.43

Schedule of Earnings Per Share, Diluted, by Common Class, Including Two Class Method

The following table presents the Company's diluted net income (loss) per share (in thousands, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net income (loss) per share, diluted:				
Numerator:				
Net income (loss)	$ (2,570)	$ 24,076	$ (2,061)	$ 43,467
Denominator:				
Weighted average shares of Class A and Class B common stock outstanding, basic	98,485	99,800	98,871	101,409
Effect of dilutive securities:				
Options to purchase common stock	—	4,608	—	4,943
Unvested restricted stock units	—	273	—	325
Employee stock purchase plan	—	26	—	11
Weighted average shares of Class A and Class B common stock outstanding, diluted	98,485	104,707	98,871	106,688
Net income (loss) per share, diluted	$ (0.03)	$ 0.23	$ (0.02)	$ 0.41

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Acquisitions (Tables)

9 Months Ended Sep. 30, 2024

Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract]

Schedule of The Fair Value of Identified Assets Acquired and Liabilities Assumed As of The Acquisition

The following table summarizes the estimated fair values of identified assets and liabilities as of the acquisition date (in thousands):

	Fair Value
Cash and cash equivalents	$ 372
Intangible assets	6,208
Goodwill	6,794
Other assets	153
Total assets	13,527
Current liabilities	(187)
Net assets acquired	$ 13,340

Schedule of Preliminary Identifiable Intangible Assets Acquired and Their Estimated Useful Life

The following table summarizes the estimated fair values of identifiable intangible assets acquired and their estimated useful life at the date of acquisition (in thousands, except useful life information):

	Fair Value	Useful Life (In Years)
Developed technology	$ 5,783	3
Trade names and trademarks	425	10
Total intangible assets subject to amortization	$ 6,208	

Schedule of Finite-Lived Intangible Assets, Future Amortization Expense

Future amortization expense for the Company's finite-lived intangible assets as of September 30, 2024 is as follows for the years ended December 31, (in thousands):

2024	$ 497
2025	1,970
2026	1,970
2027	1,120
2028	43
Thereafter	236
Total future amortization expense	$ 5,836

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Revenue Information (Tables)

9 Months Ended Sep. 30, 2024

Revenue from Contract with Customer [Abstract]

Schedule of Disaggregation of Revenue

The Company disaggregates revenue into two streams: subscription revenue and performance-based revenue. The following table presents the Company's revenue streams (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Subscription	$ 91,071	$ 122,431	$ 284,059	$ 402,599
Performance-based	26,013	33,199	78,922	107,201
Total revenue	$ 117,084	$ 155,630	$ 362,981	$ 509,800

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Financial Instruments (Tables)

9 Months Ended Sep. 30, 2024

Fair Value Disclosures [Abstract]

Schedule of Financial Assets Measured at Fair Value on a Recurring Basis

The following table presents the Company's financial assets measured at fair value on a recurring basis, as well as the amortized cost basis and gross unrealized gains and losses of those assets as of September 30, 2024 (in thousands):

					Balance Sheet Classification	
	Amortized Cost Basis	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Cash and Cash Equivalents	Marketable Securities
Level 1:						
Cash	$ 172,609	$ —	$ —	$ 172,609	$ 172,609	$ —
Money market mutual funds	29,069	—	—	29,069	29,069	—
U.S. treasury securities	145,447	125	—	145,572	3,496	142,076
Subtotal	347,125	125	—	347,250	205,174	142,076
Level 2:						
Commercial paper	34,774	—	—	34,774	3,979	30,795
Certificates of deposit	9,709	—	—	9,709	—	9,709
Corporate notes and obligations	96,476	36	(8)	96,504	16,461	80,043
Asset-backed securities	9,320	16	—	9,336	—	9,336
Subtotal	150,279	52	(8)	150,323	20,440	129,883
Total cash, cash equivalents, and marketable securities	$ 497,404	$ 177	$ (8)	$ 497,573	$ 225,614	$ 271,959

As of December 31, 2023, the Company's financial assets consisted of the following (in thousands):

					Balance Sheet Classification	
	Amortized Cost Basis	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Cash and Cash Equivalents	Marketable Securities
Level 1:						
Cash	$ 237,104	$ —	$ —	$ 237,104	$ 237,104	$ —
Money market mutual funds	23,762	—	—	23,762	23,762	—
U.S. treasury securities	138,893	38	(8)	138,923	—	138,923
Subtotal	399,759	38	(8)	399,789	260,866	138,923
Level 2:						
Commercial paper	25,899	—	—	25,899	6,495	19,404
Certificates of deposit	7,768	—	—	7,768	3,010	4,758
Corporate notes and obligations	71,545	12	(21)	71,536	12,672	58,864
Asset-backed securities	7,319	7	(10)	7,316	—	7,316
U.S. agency securities	7,814	—	(5)	7,809	—	7,809
Subtotal	120,345	19	(36)	120,328	22,177	98,151
Total cash, cash equivalents, and marketable securities	$ 520,104	$ 57	$ (44)	$ 520,117	$ 283,043	$ 237,074

Schedule of Investments Classified by Contractual Maturity Date

The following table summarizes the fair value of the Company's available-for-sale debt securities by contractual maturity as of September 30, 2024 (in thousands):

Due within 1 year	$ 288,556
Due after 1 year through 5 years	7,339
Total available-for-sale debt securities	$ 295,895

Schedule of Debt Securities, Available-for-Sale, Unrealized Loss Position, Fair Value

The following table summarizes the available-for-sale debt securities which have been in a continuous unrealized loss position for less than 12 months and those that have been in a continuous unrealized loss position for more than 12 months as of September 30, 2024 (in thousands):

	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Asset-backed securities	$ 152	$ —	$ —	$ —	$ 152	$ —
Corporate notes and obligations	23,912	(8)	—	—	23,912	(8)
U.S. treasury securities	2,450	—	—	—	2,450	—
Total available-for-sale debt securities	$ 26,514	$ (8)	$ —	$ —	$ 26,514	$ (8)

The following table summarizes the available-for-sale debt securities which have been in a continuous unrealized loss position for less than 12 months and those that have been in a continuous unrealized loss position for more than 12 months as of December 31, 2023 (in thousands):

	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Asset-backed securities	$ 3,211	$ (6)	$ 1,027	$ (4)	$ 4,238	$ (10)
Corporate notes and obligations	40,527	(21)	—	—	40,527	(21)
U.S. treasury securities	7,397	(8)	—	—	7,397	(8)
U.S. agency securities	7,809	(5)	—	—	7,809	(5)
Total available-for-sale debt securities	$ 58,944	$ (40)	$ 1,027	$ (4)	$ 59,971	$ (44)

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Accrued Expenses (Tables)

9 Months Ended Sep. 30, 2024

Payables and Accruals [Abstract]

Schedule of Accrued Expenses

Accrued expenses consist of the following (in thousands):

	September 30, 2024	December 31, 2023
Accrued compensation and benefits	$ 15,935	$ 17,895
Accrued marketing	10,487	8,133
Accrued commissions	3,934	3,740
Accrued partner expenses	1,606	2,255
Accrued refunds and customer liabilities	2,128	2,179
Other accrued expenses	8,442	7,539
Total accrued expenses	$ 42,532	$ 41,741

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Stock-Based Compensation (Tables)

9 Months Ended Sep. 30, 2024

Share-Based Payment Arrangement [Abstract]

Schedule of Share-based Payment Arrangement, Expensed and Capitalized, Amount

Total stock-based compensation expense is recorded in the condensed consolidated statements of operations as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Cost of revenue	$ 148	$ 171	$ 482	$ 495
Sales and marketing	2,688	3,068	8,115	9,567
Research and development	7,814	8,921	25,721	26,686
General and administrative	4,438	6,935	14,935	21,557
Total stock-based compensation	$ 15,088	$ 19,095	$ 49,253	$ 58,305

Schedule of Stock Options Roll Forward

A summary of the Company's stock option activity for the nine months ended September 30, 2024 is as follows (in thousands, except weighted average information):

	Number of Options Outstanding	Weighted Average Exercise Price Per Share
Outstanding at December 31, 2023	5,159	$ 2.27
Granted	—	—
Exercised	(715)	2.20
Forfeited/Canceled	(8)	2.19
Outstanding at September 30, 2024	4,436	$ 2.28
Exercisable at September 30, 2024	4,423	$ 2.28

Schedule of Nonvested Restricted Stock Units Activity

A summary of the Company's RSU activity for the nine months ended September 30, 2024 is as follows (in thousands, except weighted average information):

	Number of Shares	Weighted Average Grant Date Fair Value Per Share
Unvested at December 31, 2023	6,675	$ 20.36
Granted	5,095	11.58
Vested	(2,784)	18.92
Forfeited/Canceled	(1,440)	17.52
Unvested at September 30, 2024	7,546	$ 15.51

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Income Taxes (Tables)

9 Months Ended
Sep. 30, 2024

Income Tax Disclosure [Abstract]

Schedule of Effective Income Tax Rate Reconciliation

The Company computes its provision for income taxes by applying the estimated annual effective tax rate to pretax income or loss and adjusts the provision for discrete tax items recorded in the period. The income tax expense (benefit), effective tax rates, and statutory federal income tax rates for the three and nine months ended September 30, 2024 and 2023 were as follows (in thousands, except percentages):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Income tax expense (benefit)	$ (1,824)	$ 5,934	$ 1,945	$ 15,376
Effective tax rate	41.5 %	19.8 %	*	26.1 %
Statutory federal income tax rate	21 %	21 %	21 %	21 %

* The effective tax rate for the nine months ended September 30, 2024 is not meaningful as a result of the low level of loss before income taxes recorded for the period.

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Basis of Presentation, Principles of Consolidation, and Summary of Significant Accounting Policies (Details)	3 Months Ended		9 Months Ended		12 Months Ended	
	Sep. 30, 2024 USD ($)	Sep. 30, 2023 USD ($)	Sep. 30, 2024 USD ($) reportingUnit	Sep. 30, 2023 USD ($)	Dec. 31, 2023 USD ($)	Jul. 23, 2024 USD ($)
Class of Stock [Line Items]						
Goodwill	$ 8,518,000		$ 8,518,000		$ 1,724,000	
Number of reporting units | reportingUnit			1			
Change in unrealized gains on available-for-sale debt securities	221,000	$ 149,000	$ 157,000	$ 246,000		
Associated tax expenses	0	0	0	0		
Sales of marketable securities	0	$ 0	0	$ 0		
Breakroom						
Class of Stock [Line Items]						
Goodwill	$ 6,800,000		$ 6,800,000			$ 6,794,000
Revenue Benchmark | Geographic Concentration Risk | Non-US						
Class of Stock [Line Items]						
Concentration risk (as a percent)	2.00%	2.00%	2.00%	2.00%		
Accounts Receivable | Customer Concentration Risk | Customer One						
Class of Stock [Line Items]						
Concentration risk (as a percent)					10.00%	

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Net Income (Loss) Per Share - Schedule of Earnings Per Share - Basic (Details) - USD ($) $ / shares in Units, shares in Thousands, $ in Thousands	3 Months Ended						9 Months Ended	
	Sep. 30, 2024	Jun. 30, 2024	Mar. 31, 2024	Sep. 30, 2023	Jun. 30, 2023	Mar. 31, 2023	Sep. 30, 2024	Sep. 30, 2023
Net income (loss) per share, basic:								
Net income (loss)	$ (2,570)	$ 7,014	$ (6,505)	$ 24,076	$ 14,380	$ 5,011	$ (2,061)	$ 43,467
Weighted average shares of Class A and Class B common stock outstanding, basic (in shares)	98,485			99,800			98,871	101,409
Net income (loss) per share, basic (in dollars per share)	$ (0.03)			$ 0.24			$ (0.02)	$ 0.43

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Net Income (Loss) Per Share - Schedule of Earnings Per Share - Diluted (Details) - USD ($) $ / shares in Units, shares in Thousands, $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Numerator:				
Net income (loss)	$ (2,570)	$ 24,076	$ (2,061)	$ 43,467
Denominator:				
Weighted average shares of Class A and Class B common stock outstanding, basic (in shares)	98,485	99,800	98,871	101,409
Effect of dilutive securities:				
Weighted average shares of Class A and Class B common stock outstanding, diluted (in shares)	98,485	104,707	98,871	106,688
Net income (loss) per share, diluted (in dollars per share)	$ (0.03)	$ 0.23	$ (0.02)	$ 0.41
Options to purchase common stock				
Effect of dilutive securities:				
Share based payment arrangements (in shares)	0	4,608	0	4,943
Unvested restricted stock units				
Effect of dilutive securities:				
Share based payment arrangements (in shares)	0	273	0	325
Employee stock purchase plan				

Effect of dilutive securities:				
Share based payment arrangements (in shares)	0	26	0	11

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Net Income (Loss) Per Share - Narrative (Details) - shares shares in Millions	1 Months Ended	3 Months Ended		9 Months Ended	
	Dec. 31, 2023	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]					
Total shares excluded from diluted net income per share (in shares)		12.4	5.9	12.8	6.2
Chief Executive Officer | Unvested restricted stock units					
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]					
Shares cancelled (in shares)	1.4				

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Acquisitions - Narrative (Details) - USD ($) $ in Millions		3 Months Ended	9 Months Ended
	Jul. 23, 2024	Sep. 30, 2024	Sep. 30, 2024
Business Acquisition [Line Items]			
Amortization expense		$ 0.4	$ 0.4
Breakroom			
Business Acquisition [Line Items]			
Business acquisition, percentage	100.00%		
Business combination, consideration amount	$ 13.3		
Payments to acquire businesses, gross	12.4		
Business combination, consideration transferred, liabilities incurred	0.9		
Contingent consideration liability	$ 3.5		
Business acquisition, payment period	3 years		
Business combination, acquisition related costs		0.3	0.3
Breakroom | Research and development			
Business Acquisition [Line Items]			
Business combination, acquisition related costs		0.2	0.2
Breakroom | General and administrative			
Business Acquisition [Line Items]			
Business combination, acquisition related costs		$ 0.1	$ 0.1

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Acquisitions - Schedule of The Estimated Fair Value of Identified Assets and Liabilities As of The Acquisition (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Jul. 23, 2024	Dec. 31, 2023
Business Acquisition [Line Items]			
Goodwill	$ 8,518		$ 1,724
Breakroom			
Business Acquisition [Line Items]			
Cash and cash equivalents		$ 372	
Intangible assets		6,208	
Goodwill	$ 6,800	6,794	
Other assets		153	
Total assets		13,527	
Current liabilities		(187)	
Net assets acquired		$ 13,340	

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Acquisitions - Schedule of Estimated Fair Value of Identifiable Intangible Assets Acquired and Their Estimated Useful Life Formation (Details) - Breakroom $ in Thousands	Jul. 23, 2024 USD ($)
Finite-Lived Intangible Assets [Line Items]	
Fair Value	$ 6,208
Developed technology	
Finite-Lived Intangible Assets [Line Items]	
Fair Value	$ 5,783
Useful Life (In Years)	3 years
Trade names and trademarks	
Finite-Lived Intangible Assets [Line Items]	
Fair Value	$ 425
Useful Life (In Years)	10 years

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Acquisitions - Schedule of Finite-Lived Intangible Assets, Future Amortization Expense (Details) $ in Thousands	Sep. 30, 2024 USD ($)
Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract]	
2024	$ 497
2025	1,970
2026	1,970
2027	1,120
2028	43
Thereafter	236
Total future amortization expense	$ 5,836

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Revenue Information - Schedule of Revenue Streams (Details) $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2024 USD ($) revenueStream	Sep. 30, 2023 USD ($)	Sep. 30, 2024 USD ($) revenueStream	Sep. 30, 2023 USD ($)
Revenue from Contract with Customer [Abstract]				
Number of revenue streams | revenueStream	2		2	
Disaggregation of Revenue [Line Items]				
Total revenue	$ 117,084	$ 155,630	$ 362,981	$ 509,800

Subscription				
Disaggregation of Revenue [Line Items]				
Total revenue	91,071	122,431	284,059	402,599
Performance-based				
Disaggregation of Revenue [Line Items]				
Total revenue	$ 26,013	$ 33,199	$ 78,922	$ 107,201

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Revenue Information - Narrative (Details) - USD ($)	3 Months Ended		9 Months Ended		
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023
Revenue from Contract with Customer [Abstract]					
Revenue that was included in deferred revenue balances	$ 11,700,000	$ 16,900,000	$ 12,700,000	$ 19,400,000	
Contract assets	0		0		$ 0
Revenue recognized from performance obligations satisfied in previous periods	$ 0	$ 0	$ 0	$ 0	

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Financial Instruments - Schedule of Amortized Cost, Unrealized Gains and Losses, and Fair Value (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Debt Securities, Available-for-Sale [Line Items]		
Fair Value	$ 295,895	
Cash and Cash Equivalents	225,614	$ 283,043
Marketable securities	271,959	237,074
Fair Value, Recurring		
Debt Securities, Available-for-Sale [Line Items]		
Total cash, cash equivalents, and marketable securities	497,404	520,104
Gross Unrealized Gains	177	57
Gross Unrealized Losses	(8)	(44)
Total cash, cash equivalents, and marketable securities	497,573	520,117
Level 1:		
Debt Securities, Available-for-Sale [Line Items]		
Cash and Cash Equivalents	205,174	260,866
Marketable securities	142,076	138,923
Level 1: | Fair Value, Recurring		
Debt Securities, Available-for-Sale [Line Items]		
Total cash, cash equivalents, and marketable securities	347,125	399,759
Gross Unrealized Gains	125	38
Gross Unrealized Losses	0	(8)
Total cash, cash equivalents, and marketable securities	347,250	399,789
Level 2:		
Debt Securities, Available-for-Sale [Line Items]		
Cash and Cash Equivalents	20,440	22,177
Marketable securities	129,883	98,151
Level 2: | Commercial paper		
Debt Securities, Available-for-Sale [Line Items]		
Cash and Cash Equivalents	3,979	6,495
Marketable securities	30,795	19,404
Level 2: | Certificates of deposit		
Debt Securities, Available-for-Sale [Line Items]		
Cash and Cash Equivalents	0	3,010
Marketable securities	9,709	4,758
Level 2: | Corporate notes and obligations		
Debt Securities, Available-for-Sale [Line Items]		
Cash and Cash Equivalents	16,461	12,672
Marketable securities	80,043	58,864
Level 2: | Asset-backed securities		
Debt Securities, Available-for-Sale [Line Items]		
Cash and Cash Equivalents	0	0
Marketable securities	9,336	7,316
Level 2: | U.S. agency securities		
Debt Securities, Available-for-Sale [Line Items]		
Cash and Cash Equivalents		0
Marketable securities		7,809
Level 2: | Fair Value, Recurring		
Debt Securities, Available-for-Sale [Line Items]		
Total cash, cash equivalents, and marketable securities	150,279	120,345
Gross Unrealized Gains	52	19
Gross Unrealized Losses	(8)	(36)
Total cash, cash equivalents, and marketable securities	150,323	120,328
Level 2: | Fair Value, Recurring | Commercial paper		
Debt Securities, Available-for-Sale [Line Items]		
Amortized Cost Basis	34,774	25,899
Gross Unrealized Gains	0	0
Gross Unrealized Losses	0	0
Fair Value	34,774	25,899
Level 2: | Fair Value, Recurring | Certificates of deposit		
Debt Securities, Available-for-Sale [Line Items]		
Amortized Cost Basis	9,709	7,768
Gross Unrealized Gains	0	0
Gross Unrealized Losses	0	0
Fair Value	9,709	7,768
Level 2: | Fair Value, Recurring | Corporate notes and obligations		
Debt Securities, Available-for-Sale [Line Items]		
Amortized Cost Basis	96,476	71,545
Gross Unrealized Gains	36	12
Gross Unrealized Losses	(8)	(21)
Fair Value	96,504	71,536
Level 2: | Fair Value, Recurring | Asset-backed securities		
Debt Securities, Available-for-Sale [Line Items]		
Amortized Cost Basis	9,320	7,319
Gross Unrealized Gains	16	7
Gross Unrealized Losses	0	(10)
Fair Value	9,336	7,316

Level 2: | Fair Value, Recurring | U.S. agency securities		
Debt Securities, Available-for-Sale [Line Items]		
Amortized Cost Basis		7,814
Gross Unrealized Gains		0
Gross Unrealized Losses		(5)
Fair Value		7,809
Cash | Level 1:		
Debt Securities, Available-for-Sale [Line Items]		
Cash and Cash Equivalents	172,609	237,104
Marketable securities	0	0
Cash | Level 1: | Fair Value, Recurring		
Debt Securities, Available-for-Sale [Line Items]		
Cash and cash equivalent	172,609	237,104
Gross Unrealized Gains	0	0
Gross Unrealized Losses	0	0
Money market mutual funds | Level 1:		
Debt Securities, Available-for-Sale [Line Items]		
Cash and Cash Equivalents	29,069	23,762
Marketable securities	0	0
Money market mutual funds | Level 1: | Fair Value, Recurring		
Debt Securities, Available-for-Sale [Line Items]		
Cash and cash equivalent	29,069	23,762
Gross Unrealized Gains	0	0
Gross Unrealized Losses	0	0
U.S. treasury securities | Level 1:		
Debt Securities, Available-for-Sale [Line Items]		
Cash and Cash Equivalents	3,496	0
Marketable securities	142,076	138,923
U.S. treasury securities | Level 1: | Fair Value, Recurring		
Debt Securities, Available-for-Sale [Line Items]		
Amortized Cost Basis	145,447	138,893
Gross Unrealized Gains	125	38
Gross Unrealized Losses	0	(8)
Fair Value	$ 145,572	$ 138,923

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Financial Instruments - Narrative (Details) - USD ($)	**3 Months Ended**		**9 Months Ended**			
	Sep. 30, 2024	**Sep. 30, 2023**	**Sep. 30, 2024**	**Sep. 30, 2023**	**Dec. 31, 2023**	**Jan. 12, 2022**
Debt Securities, Available-for-Sale [Line Items]						
Credit losses recorded for available-for-sale debt securities	$ 0	$ 0	$ 0	$ 0		
Financing Receivable, Allowance for Credit Loss	0		0		$ 0	
Sales of marketable securities	0	0	0	0		
Fair Value, Nonrecurring						
Debt Securities, Available-for-Sale [Line Items]						
Unrealized gains (losses) on equity securities	0	$ 0	0	$ 0		
Level 2:						
Debt Securities, Available-for-Sale [Line Items]						
Fair value of debt	492,300,000		492,300,000		$ 478,500,000	
Senior Notes Due 2030 | Senior Notes						
Debt Securities, Available-for-Sale [Line Items]						
Notes issued	$ 550,000,000		$ 550,000,000			$ 550,000,000.0

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Financial Instruments - Schedule of Available-for-sale Debt Securities by Contractual Maturity (Details) $ in Thousands	**Sep. 30, 2024 USD ($)**
Available-for-Sale Securities, Debt Maturities [Abstract]	
Due within 1 year	$ 288,556
Due after 1 year through 5 years	7,339
Total available-for-sale debt securities	$ 295,895

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Financial Instruments - Schedule of Available-for-sale Debt Securities (Details) - USD ($) $ in Thousands	**Sep. 30, 2024**	**Dec. 31, 2023**
Debt Securities, Available-for-Sale, Unrealized Loss Position [Abstract]		
Fair Value, Less Than 12 Months	$ 26,514	$ 58,944
Fair Value, 12 Months or Greater	0	1,027
Fair Value, Total	26,514	59,971
Debt Securities, Available-for-Sale, Unrealized Loss Position, Accumulated Loss [Abstract]		
Gross Unrealized Losses, Less Than 12 Months	(8)	(40)
Gross Unrealized Losses, 12 Months or Greater	0	(4)
Gross Unrealized Losses, Total	(8)	(44)
Asset-backed securities		
Debt Securities, Available-for-Sale, Unrealized Loss Position [Abstract]		
Fair Value, Less Than 12 Months	152	3,211
Fair Value, 12 Months or Greater	0	1,027
Fair Value, Total	152	4,238
Debt Securities, Available-for-Sale, Unrealized Loss Position, Accumulated Loss [Abstract]		
Gross Unrealized Losses, Less Than 12 Months	0	(6)
Gross Unrealized Losses, 12 Months or Greater	0	(4)
Gross Unrealized Losses, Total	0	(10)
Corporate notes and obligations		
Debt Securities, Available-for-Sale, Unrealized Loss Position [Abstract]		
Fair Value, Less Than 12 Months	23,912	40,527
Fair Value, 12 Months or Greater	0	0
Fair Value, Total	23,912	40,527
Debt Securities, Available-for-Sale, Unrealized Loss Position, Accumulated Loss [Abstract]		
Gross Unrealized Losses, Less Than 12 Months	(8)	(21)
Gross Unrealized Losses, 12 Months or Greater	0	0
Gross Unrealized Losses, Total	(8)	(21)
U.S. treasury securities		
Debt Securities, Available-for-Sale, Unrealized Loss Position [Abstract]		

Fair Value, Less Than 12 Months	2,450	7,397
Fair Value, 12 Months or Greater	0	0
Fair Value, Total	2,450	7,397
Debt Securities, Available-for-Sale, Unrealized Loss Position, Accumulated Loss [Abstract]		
Gross Unrealized Losses, Less Than 12 Months	0	(8)
Gross Unrealized Losses, 12 Months or Greater	0	0
Gross Unrealized Losses, Total	$ 0	(8)
U.S. agency securities		
Debt Securities, Available-for-Sale, Unrealized Loss Position [Abstract]		
Fair Value, Less Than 12 Months		7,809
Fair Value, 12 Months or Greater		0
Fair Value, Total		7,809
Debt Securities, Available-for-Sale, Unrealized Loss Position, Accumulated Loss [Abstract]		
Gross Unrealized Losses, Less Than 12 Months		(5)
Gross Unrealized Losses, 12 Months or Greater		0
Gross Unrealized Losses, Total		$ (5)

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Accrued Expenses (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Payables and Accruals [Abstract]		
Accrued compensation and benefits	$ 15,935	$ 17,895
Accrued marketing	10,487	8,133
Accrued commissions	3,934	3,740
Accrued partner expenses	1,606	2,255
Accrued refunds and customer liabilities	2,128	2,179
Other accrued expenses	8,442	7,539
Total accrued expenses	$ 42,532	$ 41,741

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Debt (Details) - USD ($) $ in Millions	3 Months Ended		9 Months Ended				
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Jul. 30, 2024	Jan. 12, 2022	Apr. 30, 2021
Line of Credit							
Line of Credit Facility [Line Items]							
Line of credit facility					$ 290.0		$ 250.0
Line of credit, amount available	$ 287.6		$ 287.6				
Line of Credit | Revolving Credit Facility							
Line of Credit Facility [Line Items]							
Long-term debt outstanding	0.0		0.0				
Line of Credit | Letter of Credit							
Line of Credit Facility [Line Items]							
Long-term debt outstanding	2.4		2.4				
Senior Notes							
Line of Credit Facility [Line Items]							
Debt issuance costs	6.6		6.6				
Senior Notes | Senior Notes Due 2030							
Line of Credit Facility [Line Items]							
Convertible notes issued	550.0		550.0			$ 550.0	
Debt instrument, interest rate (as a percent)						5.00%	
Interest expense	$ 7.1	$ 7.1	$ 21.4	$ 21.4			
Effective interest rate (as a percent)	5.40%	5.40%	5.40%	5.40%			
Amortization of issuance costs for credit facility	$ 0.3	$ 0.3	$ 0.8	$ 0.8			

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Commitment and Contingencies (Details)	Sep. 30, 2024 USD ($)
Commitments and Contingencies Disclosure [Abstract]	
Accrued liability for indemnification arrangements	$ 0

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Share Repurchase Program (Details) shares in Millions	9 Months Ended Sep. 30, 2024 USD ($) shares
Accelerated Share Repurchases [Line Items]	
Authorized amount for repurchase	$ 550,000,000
Common Class A	
Accelerated Share Repurchases [Line Items]	
Stock repurchase program, remaining authorized amount for future purchase	$ 25,800,000
Common Class A | Open Market Purchases	
Accelerated Share Repurchases [Line Items]	
Common shares repurchased (in shares) | shares	3.9
Common shares repurchased, amount	$ 37,600,000

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Stock-Based Compensation - Schedule of Total Stock Based Compensation Expense (Details) - USD ($) $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]				
Total stock-based compensation	$ 15,088	$ 19,095	$ 49,253	$ 58,305
Cost of revenue				
Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]				
Total stock-based compensation	148	171	482	495
Sales and marketing				
Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]				
Total stock-based compensation	2,688	3,068	8,115	9,567
Research and development				
Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]				
Total stock-based compensation	7,814	8,921	25,721	26,686
General and administrative				
Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]				
Total stock-based compensation	$ 4,438	$ 6,935	$ 14,935	$ 21,557

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Stock-Based Compensation -	Dec. 21,	Apr. 19,	3 Months Ended Sep. 30,	Dec. 31,	Sep. 30,	9 Months Ended Sep. 30, 2024	Sep. 30,

Narrative (Details) $ in Thousands	2023 shares	2021 tranche shares	2024 USD ($) shares	2023 USD ($)	2023 USD ($)	USD ($) shares	2023 USD ($)
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]							
Total remaining stock-based compensation expense for unvested stock options			$ 300			$ 300	
Stock based compensation, weighted average period of recognition						3 months 18 days	
Total stock-based compensation			15,088		$ 19,095	$ 49,253	$ 58,305
Restricted Stock Units							
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]							
Stock based compensation, weighted average period of recognition						1 year 4 months 24 days	
Restricted stock units granted (in shares) | shares						5,095,000	
Total stock-based compensation			15,100		16,700	$ 49,800	51,300
Unrecognized stock based compensation expense			113,400			113,400	
Chief Executive Officer | Restricted Stock Units							
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]							
Restricted stock units granted (in shares) | shares	1,400,000	1,400,000					
Number of vesting tranches | tranche		5					
Total stock-based compensation			$ 0	$ 7,500	$ 1,500	$ 0	$ 4,500
Common Class A							
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]							
Shares initially reserved for issuance (in shares) | shares			3,700,000			3,700,000	
Shares purchased under ESPP (in shares) | shares			200,000			400,000	
Aggregate amount of shares purchased			$ 1,000			$ 3,600	
Equity Incentive Plan 2021							
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]							
Number of shares authorized (in shares) | shares			31,000,000.0			31,000,000.0	
Shares initially reserved for issuance (in shares) | shares			17,000,000.0			17,000,000.0	
ESPP							
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]							
Other accrued expenses			$ 600			$ 600	

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Stock-Based Compensation - Schedule of Stock Option Activity (Details) - Equity Incentive Plans, 2012, 2014, 2021 - $ / shares shares in Thousands	9 Months Ended Sep. 30, 2024
Number of Options Outstanding	
Beginning balance (in shares)	5,159
Granted (in shares)	0
Exercised (in shares)	(715)
Forfeited/canceled (in shares)	(8)
Ending balance (in shares)	4,436
Exercisable (in shares)	4,423
Weighted Average Exercise Price Per Share	
Beginning balance, outstanding (in dollars per share)	$ 2.27
Granted (in dollars per share)	0
Exercised (in dollars per share)	2.20
Forfeited/Canceled (in dollars per share)	2.19
Ending balance, outstanding (in dollars per share)	2.28
Exercisable (in dollars per share)	$ 2.28

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Stock-Based Compensation - Schedule of RSU Activity (Details) - Restricted Stock Units	9 Months Ended Sep. 30, 2024 $ / shares shares
Number of Shares	
Beginning balance (in shares) | shares	6,675,000
Granted (in shares) | shares	5,095,000
Vested (in shares) | shares	(2,784,000)
Forfeited/Canceled (in shares) | shares	(1,440,000)
Ending balance (in shares) | shares	7,546,000
Weighted Average Grant Date Fair Value Per Share	
Beginning balance (in dollars per share) | $ / shares	$ 20.36
Granted (in dollars per share) | $ / shares	11.58
Vested (in dollars per share) | $ / shares	18.92
Forfeited/Canceled (in dollars per share) | $ / shares	17.52
Ending balance (in dollars per share) | $ / shares	$ 15.51

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Income Taxes - Schedule of Estimated Annual Effective Income Tax Rate (Details) - USD ($) $ in Thousands	3 Months Ended Sep. 30, 2024	3 Months Ended Sep. 30, 2023	9 Months Ended Sep. 30, 2024	9 Months Ended Sep. 30, 2023
Income Tax Disclosure [Abstract]				
Income tax expense (benefit)	$ (1,824)	$ 5,934	$ 1,945	$ 15,376
Effective tax rate	41.50%	19.80%		26.10%
Statutory federal income tax rate	21.00%	21.00%	21.00%	21.00%

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Income Taxes - Narrative (Details)	3 Months Ended Sep. 30, 2024	3 Months Ended Sep. 30, 2023	9 Months Ended Sep. 30, 2024	9 Months Ended Sep. 30, 2023
Income Tax Disclosure [Abstract]				
Statutory federal income tax rate	21.00%	21.00%	21.00%	21.00%

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Subsequent Events (Details)	Nov. 06, 2024 USD ($)	Oct. 31, 2024 USD ($) ft²	Sep. 30, 2024 USD ($)

renewalOption

Subsequent Event [Line Items]	
Authorized amount for repurchase	$ 550,000,000
Subsequent Event	
Subsequent Event [Line Items]	
Stock repurchase program, increased limit	$ 100,000,000
Subsequent Event | CALIFORNIA	
Subsequent Event [Line Items]	
Area of real estate property | ft²	24,936
Lease term	65 months
Lessee, operating lease, number of renewal options | renewalOption	1
Lease extension period	5 years
Aggregate estimated rent payments	$ 8,000,000.0

EXCEL 69 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 (!""9ED'04UB@0 +$ 0 9&]C4')O<',O87!P+GAM M;$V./0L",1!$_\QO;=!P4)B0-!2L+(/>QLOD&1#LD)^OCG!CVX>;QA&WPIG M*N*I#BV&5(_C(I(/ !47BK9.7:=N')=HI6-Y #OGDK7A.YNJQ<&4GPZ4A!0W_J=0U[R;UEA_6\#MI7E!+ P04 M " 0@F99E1 ^+>T K @ $0 &1O8U!R;W!S+V-O&ULS9+! M2L0P$(9?17)OI^E*#Z&;B^))07!!\1:2V=U@DX9DI-VW-XV[740?P&-F_GSS M#4RO@]!CQ.R-%CJBHC&>\4:O^/ 9AP(S&G! AYX2\)H#D\O$ M<)J"]Z !4887?HNH%F)I?HGMG2 G9-SLFMJFJ9ZVI1&PO=&AE M;64O=&AE;64Q+GAM;.U:6W/:.!1^[Z_0>&?V;0O&-H&VM!-S:7;;M)F$[4X? MA1%8C6QY9)&$?[]'-A#+E@WMDDVZFSP$+.G[SD5'Y^@X>?/N+F+HAHB4\GA@ MV2_;UKNW+] [@5S(D4P&:>O\, *I4Q>M5H ,,X?+&A T%116F]?(+3E'S/X%/F7/Z3H=,H%N,!M8('_:,Z?D3EJ(X53"Q,!J9S]6:\?1 MTDB @LE]E 6Z2?:CTQ4(,@T[.IU8SG9\]L3MGXS*VG0T;1K@X_%X.+;+THMP M' 3@4;N>PIWT;+^D00FTHVG09-CVVJZ1IJJ-4T_3]WW?ZYMHG J-6T_3:W?= MTXZ)QJW0> V^\4^'PZZ)QJO0=.MD)B?]KFNDZ19H0D;CZWH2%;7E0-,@ %AP M=M,.T@.67BGZ=90:V1V[W4%<\%CN.8D1_I,%!-9ITAF6-$9RG9 %#@ WQ-%, M4'RO0,:*X,*2TER0UL\IM5 :")K(@?5'@B"%W*_]]9>[R:0S>IU].LYKE']I MJP&G[;N;SY/\<^CDGZ>3UTU"SG"\+ GQ^R-;88C'(CN]WV6'WV3T=N(]>IP+,BUY1&)$6?R"VZ MY!$XM4D-,A,_")V&F&I0' *D"3&6H8;XM,:L$> 3?;>^",C?C8CWJV^:/5>A M6$G:A/@01AKBG'/F<]%L^P>E1M'V5;SC MFED)0816.I^JAS0^J!XR"@7QN1X^7YIX"C>6QKQ0KH)[?_1VC?"J_B"P#E_ M+GW/I>^Y]+W'VATK\>WZV22$KYI9+2,6D$N!LT$DN/R+RO JQ GH9%LE" M0AMNZ5/U2I77Y:^Y*+@\6^3IKZ%T/BS/^3Q?Y[3-"S-#MW)+ZK:4OK4F.$KT ML@'37[]EUVY".E,%.70[@:0KX#;,J=W#HXGIB1N0K3 M4I!OP_GIQ7@:XCG9!+E]F%=MY]C1T?OGP5&PH^\\EAW'B/*B(>ZAAIC/PT.' M>7M?F&>5QE T%&ULK"0L1K=@N-? Q+!3@9& MH >#KU$"\E)58#%;Q@,KD*)\ M3(Q%Z'#GEUQ?X]&2X]NF9;5NKREW&6TB4CG":9@39ZO*WF6QP54=SU5;\K"^ M:CVT%4]/_4EFMR)\,$4X6"Q) (8Y07IDJB\QE3ON>;G*YZ(G;ZEW?! M8/+]<,E'#^4[YU_T74.N?O;=X_INDSM(3)QYQ1$!=$4"(Y4U#VT%SU&\Z.9X!ZSAW.;>KC"1:S_6-8>^3+?.7#;.MX#7N83 M+$.D?I%]BHJ $:MBOKJO3_DEG#NT>_&:()O\UMND]MW@#'S4JUJE9"L1/TL' M?!^2!F.,6_0T7X\48JVFL:W&VC$,>8!8\PRA9CC?AT6:&C/5BZPYC0IO0=5 MY3_;U UH]@TT')$%7C&9MC:CY$X*/-S^[PVPPL2.X>V+OP%02P,$% @ M$()F65-LRM$^!@ IR, !@ !X,"]W;W)K",8]=*B,.@0R^IW0N!K?$H_6PFQB.>R,"/V$R@. E# M*EYN6,!WURW(<&6UZT) M?N?8 U60KO&GSW;QP7ND4)XX_Z86IMYURU);Q +F2A5!X67+'!8$*@FVX]\\ MM%7\IBH\?+]/OTOA >:)QLSAP5^^)]? 7K6$+>6Q)DT#.^>YWE@/U5)[+@SC] MCW;9NMUN"[E)+'F8%\,6A'Z4O=+GO"$."GJXHH#D!>1- ;[Z!3LOL%/0;,M2 MK/=4TO% (\!T2:FU(4V_2MDFK@<:/5#@52[S2D3PD5DHG@!2QJ@K_ZF^BAE3KR"DQ#6DC;A2KB4)6QVG'3 3F#Z6PUF#A@.!EJL M)M0(EVZ$S4)SSUWHK]F:1R9W.!)">J2- K3[1\C5A1KA4(VSVFD=?@A7Q)<+D MYZ=?T(*YB8">U$*:DYR PG%Z@EP>AG!Z@NFV^^T"_6A=6O"'T88*M*5!PM & M9LGI'%G,'$VX%"YE"ILM"!38\Z,56KR$3SS0ML)1C=)B- 2%.I!0G8E:,?,>B MVV=W3:,5JY3$(T$/7Q9:2S*7U>4K+8F<9$E.(H2:R&2SE[0?X<22:*_%'$G\ MHKV"XYBKZG*6=D1.LJ-I!+/M[*J=FI'2/;B6TYQ8Q=F$#9'2ALA)-J1F;*#U MX 8K+K3'I",Y]U3 6)^X+H,@B/&R2"UQ$T9$2B,B)QG1(J1!@&Z2&+Z.]>/6 MG%,Y 3?7U>4K18B<)$*W(1,KM6/^!@ER#:X0;FBD[UIS8#5HQY2@\B9HW9 M=^2:04>:\,PQU7A-^! I?8B8569_I(6CC0 QFD8>>T9_,#VB.4II01\/>CU; MRJF$%Y'2B\@1F\E/)7=^K 3P"P-],5T /!+7;F/2MK7>;JZL"UH:#S$+2W'U M[Y#T#C[4'WW,894W&IK0'[O4'_O(E9TWC/D%W4K*(W&?M /67%27L50@VRPL M$P#T,LB KK14YH#*(XZYKBY8Z3RVV5"<;#Z13R^T8&>2E1RW"?6Q#VZ2-7&7 M[+RWR9I0(;M4(?LD%WDUJ&^T*&?2F!RE"2FR2RFR^PT,ZC.93MX" M37B377J3?9HWU1G49S*AO!T&WPUJ0QJV;>/^FT'=.7@40FE[^H1(C%QUER5[M*J+XM'@*99(^>]$I5\\>8?#E E?7'&!+*+4N!_#S(GLJ)%N0?),^6/'$I>1A M^G;-J,>$6@&^7W(N]POJ!XIG<\;_U!+ P04 " 0@F997B^P7Y`-"M M(P & 'AL+W=O?NA(=K%T MJEBL M/OBM?%IK\%\<;WE3^)!Z#^V]PKNYGLORW(CZJ:4-5)B=3/[C#_>,68&=!;_ M+L5+,[I&)I1'*;^:FQ^7-[/((!*5*+1QP>'/L[@3564\ 8X_=TYG^V>:@>/K M-^\_=,%#, (^\$7>R^D^YU.N;639#2[*B;:5_DR__$KN 8N.OD%73_8]>=K,1 M#!5MH^5F-Q@0,;JZ_\N_[1(Q&H"99P#9#2"G#J"[;0+M$?6A?6%:[ZX5O(% M*6,-WLQ%EYMN-$13UF8:'[2";TL8IQ=WLE['I(@E@JM&5N62:[BYY16O"X$> MC.,&7:$_'KZ@[RZ^1Q>HK-'O:]DVO%XVUW,-&(RG>;%[WFW_/)YWH/8?8 T MND0D(LPQ_"X\_(LH8#CNAM/#X7. (?!\^V8=/.G_4%WZKE*@UXDT#<;K"Z<5=*Y,IW@>4%(G&"8L>=Q/ ZSC$:,[LT.D+(]4A9$^C-7 M7X7FCY5 C2A:5>I2.%'V;N+QXU. 7MT2R@QMQ=D$N2L" [W%_0RBW/$-8*%H,7F4:A^@M^6 M1&<%53[^:E?NE_"D9BNZOE>]NO(1VX$R:DV:PRHE+'5G(]EG(PEFXUZ)+2^7 M2'S;FG;2='% (O18JL+82"PE.\RR9X+6M\BSVE%BZAYL&X7X1*P$K'Q:#W&S* MQ!2QG M,T;S= +18980DF5ND/D>9'ZD"D!?*/W:S;Y1,5M@?-TM"Q?6W)>$35. (CYQUH+5?.JP]C(E7[A2GB3NW-VL+JR+)LV1Z=9$N4>L .QXB"9 M>5;8KC^>L-!V[L>X*(ZM3-M6#&-?I@>]Q&&NA$SS^JDT#-37@C_+U*[AC$Y; MF,,J\F <2!*'6?*?4BY? RJRHK(I+XMQ-D5E6^&4^)(W\"(.$^-^YC7_=C1] M-AG%64(LI ZS-(I].1Q("X=9Z][@8]P=I)TKDK^6%9>C8:#M/9> 7'TN;X(V$>0T0JE8,.LRYI;'IB9'8JAR7 M&4Z91\>0@<9(F,;> ():&SD3C[O$9J4XM[C+885A ^*1LF2T*3R1NY1X%G7K MG&9B,P\F!,=3B"XSX%D W61 M,'7U;;EE.73O8'#+&-9ZBN(M@"7/>3[)^NH*FL$&/4L%HB,8O M'8ACE\4H3:W:<- F1./5UB8$ 27A'UE=QM<=\K#[L+1=FP Q3N"ZS//&A':B+ MA*FKK^5C&!V;+9HQ-T=+KL88QJ[4=*!OFB8ON[,9D&;36-_@E#(VM2T] M MC+ [!16K1TWG^O?/8*NC=+!0^02V>&B39]^JJ, .2H,>/4QN-VW5O7M9BE59E$[.H[9XN$KC?$K/+K,XIAY^IH/&H&&-,4;9 MG^T6<@,-86U>ZST+4/1P[U3+U'74:U6_P\AST$<'34%/V47@/!%PVOE/!.@@,6A88ACREC7J&\YG M)\2@@W>3UIF\';ZD&K0*B\["U.PO: E_T.?R=ACT($]8>/.^F^.N)IW!.K;D MT]=Q(9-#6(.8&$!<5!ZMTY@9WV1>RYOA^$.G,[H>4HO* W>'?29O!T&/7HK M"';THZ7'K+?14X8)FO2PYJ/?4I@?LOS,U5-9-["K7L&8Z$,*=:OZWX;T-UIN MNY]7/$JMY::[7 L.,V,,X/N5A$W+[L;\8F/_"YW%_P!02P,$% @ $()F M62%&64$8! 4A, !@ !X;"]W;W)KY# :-NN\^,-(Z$4*)*4G:S7[^DI$AB++--R M5WF(26GF\!R..3/FXD#9"X\ !/J9D)0OK4B([,ZV>1!!@ODMS2"5;W:4)5C(-M*?NV><8 AX530FS/<29V@N/46BV*9QNV6M!%GV(+XEFV8G-DU2A@GD/*8IHC!;FG=NW=KKW H+++['<."M M,5)2GBA]49._PZ7E*$9 (! * LN//:R!$(4D>?RH0*UZ3>78'K^A?RK$2S%/ MF,,:DG_B4$1+:V:A$'8X)^(+/?P%E:"QP@LHX<5_=AMIW,+!3D7-*F<)8,D M3LM/_+/:B):#.SKAX%4.7E\'OW+I"Z$ELT+6(Q9XM6#T@)BFFAJ4.Q-X2W5 MQ*D*XU8P^3:6?I*UIFDH@P(ADB-.21QB(2R?6WT)VBWSG!GF.M- ^IP7YO='R&0[F[A[NONMMR)>CN\>CN\ L\_M1TY4T(1YESJ[I)3^H^Z_=6A MN^,9#F!IR5/%@>W!6OW^FSMQ_NP2-Q"8)M6OI?HF]-5]$-_\E<%E$$"\QT\$ M;A F\EP7D9<9 @4,PE@@0CF_D5_&8FNZ]J1<:%(LI/+&?N5Y$QG-?5OKL9$_ M&\]K(TW#J-8P,H9K*VCPE2 N-_(/B1Q^*UB^!HR* -!*8)'M>"Q\:@;622 M QF'$'$E_09EF*$])CF@*WD00TH(9AQE(#-U),_L===NE$M,6Y%PX:,S?A>O M4^/Z+PG,++0F,YJIK/+F,KZS85,T"Z?{N["Q=DX5&=U[3G1OI?I7] M!\_9:\GV',YT? +N?'S\+3AKIE%UG:9>.D:R:YHDLOU8$UDBT'UGP3,"7)IM MAD+3Y;;: W>0#%O!#"5Z(#1==-,$N,,"^Q;C_Y%BJP7.Y=BS9KJ HZ[YMJN M"^B? 8RO8]JF9.MU9MI>I3K^IZJZQAKZCWR_-5I :G[$SZ<@,7983=^J?)MY4 M9]=++4EL%V>;C>3-O?LR\CZ5.O&D$/&/_-?745N'JG";^J(-]#\N2O=VZ M\%"W39\Q>XY3C@CI*MS.Y48K+S *2>"9L4=R!,5@B;%, (L3]XRD.]WE(JW MB;I6J;_15O\!4$L#!!0 (!""9EDL!?,"508 ,0> 8 >&PO=V]R M-W-H965T&ULK5E=;]LV%/TKA% <,*=#$_!(E98F!QO.V/'0M MFG9]&/:@\'0L5!8]D4ZR?S]*EB6;O-*232^QI)Q[Q'-Y21Z15T^J^*[74AKT MO,ER?3U:&[.]'(_U8BTWB,Y06YG;_ZQ4L4F,O2T>QGI;R&19!6VR, <58C#=) MFH\F5]6S3\7D2NU,EN;R4X'T;K-)BK]O9*:>KD=D='CP.7U8F_+!>'*U31[D MG31? MY*>S=N6);I1N8Z53DJY.IZ])Y%LJ=*>Q_4QMG)E.5+VVWRR6R5UIEZ3(Q]N;.V!];#T8C MM4(?M[)(RG[5Z!Q]O9NALS=OD5XGA=0HS=&7M=KD)%_J=^C-R?W5V-@FEB\: M+^KFW.R;0SN:P] 'E9NU1G/;K"40/^N/CWOBQS8U37[H(3\WM)?P3FXO$,/O M$,64 ^V9OCR<07+^W]OG__GM)\E@3;&PBH]U\-WF"[61;7&@/][?:U/8P?XG MU- 5[,@Z3E3/@I=XF"WD]LE.VC!Z/\PK @D P? J;^3 F:!R14]C< MAP4XCG#+=]Q(R:%0&O2JG2IMR'BJZU>X)@F,9E$74$0N@>,"8H]5'L4APX4CU M40&.& (&5BD:IZ%7Z2Z&T1MM"K5(#R12^_Q#[.H$8)S@.'2$^C!&.6.!H]2' M\2"*10Q+#1NI8>]D4B\J^0.2S]MR"0*7BW#(.61(LMF09/.!R$XZ(FHZ(NJM MN;LDL^NX7:^MKRB^R[)+H)ZC_'KG,8V .:N:CB" X<@O/AU&+"SO& M6-SHC?]ESM0R*1;K2O+23BF9VI:K&20ZJD<("[']3SBF HH0Y$\,,1Q',<.Q. MH1 LMH, <%DUP:_1P_]0BZ@'`1"AP1W^3(X]+>J5_4<8*5R^:<&JJT_R',2>N<@@7<49\C^(B#ESM@.458>R-/\@9AUUN MEK1VEO3[V7KF?:5^WW">$_M5XB8 @%$1>!,0 M8S-T, +"0X:YEMW6YI->[M.=/OO5RI0AY289+GCD4H]!O#O39/ 1C#F+C?;A ;(>[W#(*(KN@=22@=9>D MWU[>- EH/(QZ=W5LO8K]PX(G8=WWG)**>=L!QHR[T@&G&7/79T*H@(6B0WIK M-$F_T_Q-FJ;JJ_X']<;>-_Y#4)ON/LPRG'H53O$AH7GM'P89UQT5#MM32;% MO>NMIQA9JI'? *KR$Q-->S_K:57=0MMF@;/.AV$X[IK7 M-\"WR0Z7:"S-$=+ ME65)H=N. :NRIHN.ZPA?8&>K9 K\(4[5F<=9.[Z"Y)U34"T-<"TWP#/TFQ7 M[FF_0CQ]F7@? 9L6[NTD=9)YXB(QW+,"T-<"TWP!_JTY*K/KDT7K^!WG8MM^5 M6_XV(7:H;G?51U'^VJ$[]&$>E&TV*-M*+;3+FP-,^TWS.W0W?<=7+*^=XTC M[NZH3"'8R?YLG3^(+0K=502 $4PX[OAFI:UAIOV&^7C{]HGV72LH&C"WY:ZI MNTL!T@&J(3HA(O1Q4-U'KMB-OE9G_FTCQMCES?5P>-SO,;D>$ASC3*YLJ_"%Z%M;+$_;MW?&+6MS@3OE3%J4UVN M9;*410FP_U\I90XWY0N:@^O)/U!+ P04 " 0@F99:O6U[7,# "1# M& 'AL+W=O ML!Q$V@6J5KN>K4I[_7"Z#R892%0GYFP#V_QU-TY"#H)!Z,H78CLSS\PS?AP/ MHQT7WV0.H,A+R2HYMG*EUD/;EFD.)97W? T5OEER45*%4[&RY5H S6JGDMF> MXT1V28O*2D;UVK-(1GRC6%'!LR!R4Y94?\"\"QG=CR[7V"Y^*5.[T@IV,UG0% M [(K0UHNE!?7W:&^M5 M5%HG],*C[Y MR"N52S+#E#*#__2R_\,%?QO+TM7&V]?FR;L(.(?U/?&=M\1SO,"0S^1Z=]]$ MY\>BS_YW]*-B^)U0_!K//X>W5\190? SYN)!*X,G_R[3W#7I@1M=?PZ%'6'LC.SM88%/K;S B-.CJZD)RX6<8ZO9J57@'U'<61UQ#3NN MX44Y_JYR$"0]TF'#_2VIH!.H8P7*6RKQEF#36X+-;@1VM#M1MSO1125. MB"P1WV.7>2,L"K?:&(A'0C"E6 M(?)H(H:'DO1Z4IN=J/]$!NG\AR;]02P,$% @ $()F64K7LEIR&@ -*'T! !@ !X;"]W M;W)K;F[OF?K;Y\^JA6>[^'\-J?3_; MKY=?[S:/*R;V>W30?>+JW \3J_N9_/EQ?MW3__VT_K]N]7C=C%?-C^M1YO' M^_O9^O?[S;[O_AZOV[A]G'YI=F^^O#3^O==U?-Y<_+U:'\M?U^M?MM_HV]_N!CO M3ZE9- #?;/6.V^^M3<]TL%GO4[D3^<:!>O(CN#SS]^D@OGZY^=S5_GV:Z]7B M?^:WV[L?+K*+T6WS8?:XV/Z\^EPUARM*[RU;6+S]..?H\Z'M=^S+T\[C9KNX/ M!^_.X'Z^?/Y[]N7PDS@Y((C.'! >#@B- \+)F0.BPP&1><"Y4XH/!\3& 7%Z MYH#D<$!B7D-RYH#T<$!JGE)VYH#)X8#)4(7L<$ V5&%Z.&!]'!"=.R 8'W]S MXR<'/? _*G_R2S[:S]^_6J\^C];[]CK?_XLET3\?O;#)?[CO(+]OU[G_GN^.V M[Z]7R]N=W9O;T>ZKS6HQOYUM=]_\LMW]M>L'V\UH]6%T?3=;?FPVH_ERJQ^K MF]_N5HO;9KWYMU'QC\? Y]O?1'_/FP_QFOOUN=#GZJ9=\],<_?#?:W,W6SX?\ M[6[UN)DM;S=_&OVA_VFJ^WN"O;G<75S.-I2:G\\V/'.V?UMM9POAL&OW87^Y MO9WO>^-I,?H-K^]W)W$]>QA+K/R'M;~ S>/]X^+HW2X; %2#(?\U_:N6>]^ M^O>[>YN/_)\:D9Z>;,Z;T9_(_59O.=@"_=^!WL?C?V7"]FF\WH+\+QRN?X MT>';IU^] *L\8#*QVN?X_M.IO:#'? [^V^ZS9?.X_EW"7NUZU$NW"E^Z5?BD M$Y_1^;'Y.%\NY\N/N\%[,5O>['Z7.],]]XGO1K/MSCHW?QY%P9]&X3@,I8[@ MY._-K_?/,QNFA\N=K;9-.M/S<7[? _V7(!W_N]0]2%A.P@H25I(P]0Q+GF#[MVXQ/[R=Q%([?77TZ]3XIJ6W):!Q-IEW)&I+L^#IZ\77DZ>LA7GYFIB?7%6:I M^:.\MEM%R31,NZURN]5E&DX-5B&TBB91MU'IO%1? N]B*@6$54D[,7%_\G14=,;]N[NR_7U"L[_???]JN\WQ/_[\]VJQ&.T>X3[/UK?;)_6$A.9 M)"PG804)*TF8(F$>.(DK(9@G1Z3OO28U/EYL7NF_+3K%?L7(?O'R,/=]LWS M3? AFWV]&V]7+X]3U[3TD+"=A!0DK29A*K0$V3M+,N.4A%;6M M>&E+UI'DQ^Z3%[M/G';7F\WCTUW1SNP=,S\^[+YLOC3KF_GFZ7]7#_OW$9L^ MESOE? %U.PG(25I"PDH2IB>4YXWFD(N6T()>8!H<$.P,/?@R>L0:73)U9%QF$ M4^,JKX_H*8V_OFM&G9K/=/_C. MEK>C3;/=+IY>C^_;_S+K[T#N5/==R G83D)*TA82<+4U!I/DC QAG)24-N" M86J^R8,$X/QFWR,9PZ_NFY]7(?+M[N/?_0+/#>S_: MQC)C^W+"<6:.VL:. MY>X3\$4=2BM1FD)I%4K3VF:%TSG\28@=O,SW'CY_GV[]Y9W([6S7.ZMGN\ M7#;;YZ'Y=-SN&:_=:KX#-DK+45J!TDJ4I@XTXRV>^5X=U=2BYM@;A<=;H=-N\?I(#!']$'-GL23051FD)I%4K3**VF:%V/MTEC MX(X:#QZ?[^[,=\Y^7-XVZU%S_[!8_=XTAYOSA\? US=W^A?S#8K;L'=+),_T: MI>4HK4!I)4I3!UKG#C&:F",Z&I6BM)JB=7M%&\ &[@36MU>(/<$.Q^(PM$;^ M(:UR]^EZ.Q?-35&:0FD52M,HK:9H78NW*6O@C*3>_]R\\'C_LF7=;.? KEYA3S7R=A^J7(&9_D@S0+5+%&: M0FD52M,HK:9H70^W,6?@SCF?BTUN.L4F_9ZVGP@M2R-IH(HK1AR 24JJ5!: MA= (T2JLI6K?.IDTQ0W>*62QO'?/1_SI;O\Q'CR1ON^G>=38D+4=I!4HK49H* M[=QXDJ3F,5B%BFI!-$S3T"JW>8M@,VR#S= =;!K^'N1I(<**LM0H?[D6FAE/ M<;E(&H^- /+^0FH6!\>18NB_4VS+/-%?!#2JH!4&SY$9HZ$[W/NZZMK0#NJD\EJAF51?*S23 M"FRE9G:%K?MZO9T3]W_DH[&:(&A]Y-M-'!_Y,086NC,P8+!#PR^4EJ.T J65 M*$VAM JE:916AT+,=_Y3O\V^PN>(XMO4W(9HV2!*RU%:@=)*E*906H72-$JK M*5JW\[3Y6^C.WP8E%J&=@,51G$[,VPJY7Q#^ MTCSL'A7&CA>$:'4B2LM16H'22I2F0CNDG*3!U,I T"A0$ W#S,Y W8+CB]J, M+_+*(9X.K+#GAG1F"R*@@-5"%V"XT[J-*]Z7ZFN9 *9 M]R%1FP5&KUQ8M#<.= MX=P0T#D1!4HK49J*A.5%A1D/J*@61*49#Y1HU^(G M2XQ^Q1JC_;V$QYITH/0S/J\ETCVI >IF3WIP7VMWJX9L,HHN\SH@'5&?18: MC=HL+/+-PKP'.C(+ND9I.4HK4%])TA1*JU":1FEU)$2BY$_QVR@P^I:KCD9H M+(C2.52-UZWG9'PT245J"T$J6IJ\\4E10 M"X)Q;#TOOD7P%[7!7_0-%B6-I 5'P]A\>AS2*G>?K()OP1?_<]4G=\M[#.QH!HK0"I94H347"*J7FR@H5*JD%RU032UI9N:M.279-7N;5L9OODYI+"Y MFB7F@=#ZH6>X^7V]+H@$C2E,HK4)I&J75%*WK\3.NC-UQ);9RA'RQ-1 M6H'22I2F8BG]#NZN%TR8W>2^55E7;&PJF=AECN86J/HR'DD LH44F% MTBJ4IE%:3=&ZCF[SRMB=5[H+&>K'I;N0P4WW?DQ$:QM16H'22I2F8CL)GD1Q M8#FTHI&F("K-WZ9$N_YNL\K8JQIQD*?M%.HR3++$NI>VVUF1C82*IY'UP">U MFZ3F$(OF>P>::_HV*J@%07/ZMM#D_/3MI,WLDM9NNX6].Q): HG2"I16HC25V)%M,"W+7J&:6M"\M$5K M2K3K_#923-R1(CY[VZWG,7@T6D1!4HK49I* [&C1W((<%=2"8)B:D_LHR:[7 MV[0P<:>%R.SMQ$[YIJDY161(H]QJMMYN1%-%E*906H72-$JK*5K7X6VJF+A3 MQ;>>N^V6]Q[!P2O>V86GJ#DL]BW92H;XOR,PM/]R:W@/Q$,T"U2Q1FD)I%4K3**VF:%TW-MMW%HZHY#!Q7MI':2&<9C\P72M5O*V\2#1 M4M$1I"J55*$VCM)JB=5W<1IZI M._+\]J*=5(BSS+7FKMW"WIY&X\DA%U"BD@JE52A-H[2:HG4=W>:8J3O'?.7N M(VZZ]V,B6HV)T@J45J(TE=K)L;3%$BJJ!5%IBR5*M.OO-MI,W='F5VRQE HA MEK3%DM#.>N 348&UQ9+8SMIBR7VIWJ9YIKF*=E!!+0B:13M"D_%.VD;^:6O MJ4SL-P1:F8C2 M(T[LK?BRR)H8/1$60XV3T'BRSX5FETEBSKLK))KQJRG=%^L[X@E7:7Y"HX): M$#0_H84FYS^A)VUN-7'G5J\?FR8]^}(=+(&$42BM0&@E2E,HK4)I&J75?3[J M&KS-H2,/:<&HJ4YB=N^ZN$TR8W>2^55E7;&PJF=AECN86J/HR'DD LH44F% MTBJ4IE%:3=&ZCF[SRMB=5[H+&>K'I;N0P4WW?DQ$:QM16H'22I2F8BG]#NZN%TR8W>2^55E7;&PJF=AECN86J/HR'DD LH44F% M;F'OCH2F:RBM0&DE2E,3H9[/FN2 2FI!\M+2K"G-KN_;T&SB#LWP>EFWGK?= MT1P.I14HK41I:F(GCF:]+"JH!<'?

F,RM@MPDIN(:H/KM5IK34Z6H[MCU/=U+O2M"AMFULHU8=A#:Q3P=B-MEL2:*Z,T.G>(-:#D3CNSDA8%@;O3' I;K**:J_SE7&.S9%';<%,%.J^V!%%G MRY*%*
VHKAM0G"N"GXN%K@HD ?6H' VMT^:8&+[# $_FEV/=P.:VFX0CUEEN"S]$UC"Y)L!6MZRT$RN.'8RG[,3]3J6S0(EM9L5VO8+&?9'08S71N4E!3],V<:Z=T>A%%
M[MC%+)KG9'K,!AD%:A!8V*LX(E7!\]]4_:(>?O5?G8K/*R!EP.(O5>O-S M(^$]G6_;MI^XS[M!3:P,!!TW^J4%L7B/4VDG,?,C.^8*5_Q!">%TA666E>9K
MG\RGR<"@*_=1_LV2(9=+K98')F[#P JP ;E]%)D*#NB[!OQ>A(D_#CI3#@XM-M[.8#S'@ZC@XPC]JO,3>K8-&AD:=LP@ -@- MUO^Q>-WPF$>V,"NM;*
B#Q0AT6L"1.\)AE0]ZAPIY.$D#BX*550U\#J.!^'^ M=AR$$A"Y,-\T&T@,O/4C;6B:C!D_[&X_2)1.I!<+Q%C+VO\YD3GYXK9EM2C=]9D/AMXFZ?/_&^!OOV?O3$5DG-%_[4 MB:
()G\D%[+L[@O>]9KD2$2^Y 0J2MO-XAK"@G%"+%XG;1^+262&WR/#% LSX M>CJA%>O;5BVZ8N%E,.NTKC8*LJPDE4E84=.;-THP- 4Y10'*.(IAA]*[G<;/ M\=,S%+-
%C"68*5S(F;V1T)B4#4S=CTT*2<'M ,4BU2@N2[CL2VI"VX3@EHG? M8' 7\)V4,?^H(\K/#8RW)-:"%KE]G;=_ O4WX$RQ8=W?&Y2>,4O] ,A0,X[I M%
/PZ>&]JUKD$8'85'IW\GB28.Q..V M'<1/3I-]D/_3&#^Z__X'0CQP?,\CMTI((\Y[C^G9BXQ!4>DZ:DNVN]Z_[1QXPC3/NHGG/]OSt(^>)MY+X;
MW*W}]+0'MQ_PWDF]I#8L5PN@NN,X&MFK>;8MY0F)PO M*D1NNR &W9?)F_\ 4$L#!!0 (!""9EG"&3Z?P@(_"P& 9 >&PO M=V]R:W-H965T&.L(%K.&K?$6S?
=FI<@*>I:"5UAK M+FM06,Z]932]2&V\"_C!<:L/]F SR:2\L\:78NZ%5A *S(UE8/2YQTL4PA*1 MC#\[3]^_T@((]WOV3RYWRB5C&B^E^,D+LYE[8P*+%DKS(W:Y:+.#C
Y59HYX%AECM69#O&*XZAO@5 MA@EXP-2TFN*]Y(NXL3M]B<0Q+Z$(=Q>H(OZ5-,"% R"M^* M/;),H 96%"#R94++#KV6FC:(?Q>]C*>,Z7%&VRA3W;
TP9D"6:#4$!+P=B/DF>4%==V+FA(B"&E=92&_7G#E*E)4)]9 MY _#(<1^/'BZ@[J_I72;.RG M:0PC?Y!,X)LT3/P;<@9I3.>QW42D,H)C/Y'@H(-)Q]K-*5N1MC9=,_?>?A0N
MNPGP%-[-T6NFUIP>1F!)T/!\-/! =;.I,XQLW#S(I*&DW79#XQR5#:#S4DJS M-^P%_1_$XB]02P,$% @ $()F69"1"V$*!0 #@T !D !X;"]W;W)K M&ULK5=K;]LV%/TKA.?
V4^J'[#S:)@:2=,4ZH%O1 MK-N'1#4]HZ));5\] 2[<:^\]E41^,9X<5G)%=U1^%1]<+:@: M=U$R59+QRAKA*+\:7$]?WVO!E2RM_!B(#+*9:W#1[OY
MB=IZ3CE>:K6/WV+3V";G Y'6/MBR=0:"4IGF5]ZW//0<+B8'))+6(8FXFT01 MY1L9Y.+2V8UP;(UHO(BE1F^ 4X:;^H&HG9Y$0DDV1^)-ZL*VL6X\V.
ME"7>*)]ZVM'XL_KI0\.$OAK7[%-K/G^6#P6KWPE4[H:0/>>W)H&B^<_3,\F MKX\@G7=(Y\>B'VS ?WN)6T>9"N*M3)5682O>&7%=.:69Q.F)" 6)6UM6TFP%
MF4"P%LH$*Z08)J>3T01ZTH'(VT"Y;M +[B{([65J^5 M68G4EJ4*[..%7$NEY5*3J"%'MS=%[FSYM&R@&28O>W=&XK<]KH5$"LQVEK1D@-D,?)"@$\ :BPMU_L6
RL4$N9;BZ2BMI M4FHZP!7'ERN"&DAI/UX0U5^X9"88G4+E$V-T$-6B:]%]%SZ% $= PN3@?G>U((MZGKD^Y&T*OF;O,=70/]CP/9AOW[<-'2:C^0/E=V24=»*3\936+)M?;" O?H6\
MI*GQHA#3)()'JM,>5_#6I]>/M 24%2!H[9VSG;ZJ.F^25<_20?2);NO8QB- M:6=M-3PV%AL$:%2]O? G3*XV22V;TG2L>PA?P_B\1&NE'9- M$U9AEP&,5G(;,^6I5"^D00J-$6-
P#@/!I/8SQYQQ"+%&#I+H2Y/ADZFDRGI8 M6BE*H =`NL:^';7%L=/4U=0S5J;/|/,?+I+I^6L(UD(_AJ<2*V^UXE% T5)' MI<:7$#:&ZQ#E#0,2&;9@1R'*)CP:D$8]M@KM)*(5V -Z;#!
[L PX C^3<'Q M+-,+ERDOU4>4JEP! WN732PT,27_>![;BGT$%L.?"$-1'AGOI*RE6$-J?<"S MEAAMS>H%."G%TCKLZ]!O5$JPQ4D>I M71GU!3[#\]&T0\.L[.1#]Q4SLQ?
28R;]^$8O-N^ YID^K"K? ./>&;4DMXHG<1XC*+TYKG9WN\/^=7/&?3!O_BF\ MEVZE#+]HG ^&:TW=S$6P53[R C_-S7!;XPT.#? \M^A]>\$)NK]-MBW\ 4$L#!!0 (
!""9EEV5!,]&@,"(' 9 >&PO=V]R:W-H965T M5UFKJ["]A.BP2H 2-NVD/1 M R6-5FSX4#DCK_WO,R2UBHUNMH=>)'(X\\TW#P[7>Q\^4X_(\&2-HTW1,P]7 M94E-
CU;1P@_HY*3SP2]6;=B5- 14;3*RIJR6RS>E5=H5VW62W8?MMH]LM,/[M #1:]\+S#1]_WQ3GQ4'P4>]ZCH)RNQ[4#A^0/PWW07;EC-}]BXZT=Q"PVQ37 MYU(AZI7-A':3T:IO
MH/T(=P+0$_SL6FQ?VY?";*97'>C=5"Y'P+OXS M7/IWO/!.4V,\C0'AS^N:.$C/_'4L"]G)ZKB3>(^N:% -,@]Y*(3A$8OM]]^= MOUG^=""*$U1S"ZA3ZZ1".D?T"W'N7<#LH]@R:YR/?? R5=%C0A:"<[!!]$268!-'X,(O8=U",) M0Z(%?.B2SL%AB\+!QK,,I#ER$%>UJ@U.X"#E(^@508WHQ$TSAH!M8A'!E/6C M2X8RP<@[,7T&)-8V@IR][_$1PQGHTPR5A#4E
MDS.QUWX'$>G(_< NZ?@ 08E-3$82-,I)-!-+QO8(RS8W+J:3&3:[S)D6)JV, M4DF%K,@;W48HZ"3]4FFI&;$(4ALLJHWGCCR-2K&$*N7X\[%7;: MQ0;LQ'2Y^.&R@) G&PO=V]R:W-
H965T9@[/X0QG--MJ\V1K1 XPK4!VTK) MS&Z%0F_GT2C:+5SPJG^(5G,&E;A(]OS=K0+!E02BY16:X5&-S,H^7H=C7Q M]L'@=XY;>S &KR37~LE//?BOG4>H)H<#^>01&?
\]XCT)X(*+Q=X\9#4=ZQ\Q M'OUST$Y:.GJ>70308D;U@KWH+>_8]]GZO$*+6SXA6UG.QE'4+36 M:=D[$P/)5??/7OI[.'"X27_@D/4.6>#=`118?F*.+69&;\%X:T+S@R U>!,Y
MKGQ0'IVA74Y^;O%8,X/P@$UKBIK4P=KHRC Y2QRA>YNDZ)%6'5+V Z2/\$4K M5UOX1958'OLGQ&J@ENVIK;*S@(_8Q#!..+R%+L\D9O/$@=1SPQN>D?EB1R!+6
M;$>9Y6!#%,%AO&?RJPZ0VGRURGQ'?;D-+9 ,K>V807.(WH;%LTS1HOW[T97 MZ=T9YI.!^>0<^G*TO]#@]UPKV6#5.[]^]NLM'UG85<,U."WD#)#3TB;2R0 M#[#6U=KP?
^@:W:L7.$V/=,!M&[]P,9VF<4IY*X1_@<0 1%=<$ZIDJN*K">C/6K MW%DHM)1D0QE?/'AV)914 B$=8:'Z$W/^B=/P//-TKM>29B-[GZ.X1OEH0D4 M^ZW+
([Z2[0XA7\D>$7&UT6U5@Z^"Y&*>]$YJ0P3X,W,H=J"PTH[3F&Z#2B%Q+P:<&[*4.\&LA>5Q MB*@S'?L?I DOT/M>C*_CJP'SC9"341XB%\.RH82C>^HB?I%-XYL!S*!O??0J
MGAD7+*CZ;UK5'*1LDG*3_E@T+QF^O+SY52I*#VB_15*"#^=?4*M>U@6%U M:*++KG>\FG<=^ LSE9&ULS5AM;ZLX$OXKA#=8-(!6MF3+EIL7P$G3 MW3U@MT'3=#\
<[@,MT391B51)*H[OU]_4)+MU$[2WAWNONB%FAG.^SS4^5J; M+W8EA&./9:'L16_E7/6VW[?92I3S[-O*")X34UGTX\%@ MW"^Y5+W+,*U'H]44OZK4+'^5RY7"A?WE>\:6X
M$^Z^NC7PUN^DY+(4RDJMF!&+B]XL>GLU0GHB^"S%VNX\,[1DKO47?/D]O^@~ M4"%1B,RA! ZW!W$MB@(%@1I?&YF];DMDW'UNI;\GV\&6.;?B6A=_R=RM+GH
MC^5BP>O"?=3KWT1C3X+R,EU8NK*UIQT->RRKK=-EPPP:E%+Y.W]L_+##D Z. M,,0-0TQZ^XU(RW?<\=R =:?I9(^G*2XJ/2)JR/[1R*\MN5"[R??X^:-6I%K>J
M7<7/"KP35]NBP,"R=M[;BF;CH06U881Y$[_+GGZ+QX.P9S4>=YJ/GI']7 MD'Y,$OND'2^8I<]S^ISM?A:/^"R8M%")F3808285!GN/%UKZW ;(QZ$]@4[8=$HQ>LD@NLHC?
$Z3=@=+P1HH'(H(?-%.*F6+ [& M:!R.28)"2-=-@ M $:@*4&<#.$A28/A(&$W7VOI-NQWE8%^N-MMP15I<5-6A=Z 4RGP[+8&@V / M3W
/_C040TP%KC8__Y3&T>3,HE.CPU(#C!]X&HH3PCL'_K9" S:,P@"TJ*) MO2U6&Y%>%]Q:-D.S2OQ FJR%$8S7$'TC_RGR G7*PGNCB;?*^6!RX+/"P%Y
M9=BB=K7!1+4U!\U#2"K!5$VJ@IA&8%.C:,&TM&P-MDF5P7"S/K__QE4-H\IG M6E4;I';,?:(:I(190L{5AG](*UEMX4Y"C+=JBV/XZX,7PS <\%[@VQ('P_ M;NYN;^DQ.CM]-D#AY ?
C\S]W(YKHE< G3YH+2QM#W\EJ8[VK7S\I<1N 4HN MA,'ZQC*H6M=!&Y(ZMVPNEE(I_/Q>S TI!X6/I+-Z"5,7WW\!,P2$A-] &0O:N M)FFHBZ,V5?JF)*@I'?
+V((R_R]NMDCFKN[P@8]%&K.*&M{) M3LGMZ:BP;[Y"Q=%_7\5A.-ZJ.#N:G#MEL)TQG!62SV6!U8.R!EM90%30I&GR MB&=97=9^J>(; S,&VG9>$_JS0=-=P$;$DJ
^=0S@%4V56:#0@+[<*C=\S19& MEWN9!Z.O,4I2>A:D?6$XSGE!E4*XS89-@7^H_(2@?C,%K0X\V'!O$ 5B1 0>$\'"$M1@%*%! Z&.5/ ; M3.L_ MNV[0*QZA=C#V58Y)^%?
+/&N8;QZ%R22V+R/!]%M@)42VQ\4=>R>R1M(! ^"^$!+(^]?H[P*_IO@M MFC[=]H"/<&:/_YI*Y^RYBAY/&S)G\ESFO=&X(D)]WX18#QIH2!U-^MN8F,Q5MVKB?']SS
MH0;13E_Z>'=OJ7H 3*&_X/,"1R@ZA+H=,,%1U5(I@I!V'<^O>0W1\JZM*ZJ5 ME10/G==A?TQ%Q\T2RA +8@W'0[QC".QB@Y29, Y"A8 MXH;HD2YQXR9Q]YT"=-!"
<1XV#9LNL>LT M#V^;K"(/=AVKZ4P'X]+V9R3 3M4UH;E4*XS89-@7^H_(2@?C,%K0X\V'!O$ 5B1 0>$\'"$M1@%*%! Z&.5/ ; M3.L_ MNV[0*QZA=C#V58Y)^%?
$,XW0XP\^#'#"0;Y4VR.C#:E7][ZR8@[[+W*3)! M#[YF"!P -:]D'1ZQZ46#/&39!@/W.QEM%P(,)78NJ'#TW&L<$&*;IY3!7*I M!9G>VG6D__P;ZB=A]$3_:9AV*S\FD^AHO
/9:26)MOW^AS<;[F\6O@PY MP+7_#TCCSH/4;\ %H0+V#EO6>RX-^\R+>A=CW++?S\R# @-/[!,_5,4R^<8'"

&ULK591;]LV$/XK!VT=TL&P;,E.D\PVD*0=EH<.0=QL#\,PT-+)XDJ1 M&DG%]K_?'64K]N8ZW=H\1"1UWW??G>[HFZR,_>A*1 _K2FDWC4KOZZLX=EF) ME7!]4Z.F-
X6QE?"TMWBCB67%6HGC0.+Q32Z'E[= MC-@^&/PB<>7VUL"1+(SYR)N[?!H-6! JS#PS"'H\X2T]Q40DXZ\M9]2Y9.#^ M>L?
^8XB=8ED(A[=&_2IS7TZCBPAR+$2C_(-9_83;>,;,EQGEPG]8M;9I&D'6 M.&^J+9@45%*W3[">YF$/<#'X!"#9 I*@NW445+X57LPFUJS LC6Q\2*$&M D M3FK^*'-OZ:TDG)_=Z:'
M^)B4="2G9R,Y'3AO&?RJ[

M8#\]#*5;,]3.&HM7SS=WM*9!W@@+.QKB7U!1G-26)E_?XW#2.71L>??#T="9B31%'M(`__B?;@5$NGAT]>"[>MYC'1EI]+R,\H:T\^TP29OFL2">2;SK&H9LT^!$ M]LY+[(M*<O+!H[B*%>DI_D,7U8\93X47Z2[>8H]U-4BBJG%EI! _]:)X;3M M!L3FXD.!D58I0E&[.)5#U]$3=,>YS+#(O\3\'^L$NNN1)F-!48PG3[F.0>] M\SS%4'*&!25]ELAL:X8$1Z3 AGD-3VQ!TH[GPT#>2-T%T,!(5*#&9:M.X.QPWT(,"/C%4Z?I*U9I.V,8V?*$CAFNV$;=5 .;B%BUKCDF8\] M1HHH_ERBX!UV%5(GZ][C6U0Q9484/@#,.IMS%MUW,UA.5P&?Y"7^RH-UX>FC M,>L<5HY9)0J,#)LPVPHCZ;J#Y-3'.DW%2\Z=<{ZE2X\Z("(B4&KWDC@I55= A^Z MY>DJB"T/I5XJ-/=*=VR] .HX;<%*1S M!/^^*3,-/P\[X1]%#K$#@REJJDAD%U#([MZ4-W+=WZ'\VN6,N*Z;A7!9?>6;R MF3?R2 9K5A?FL]Q^A#:?AF J"]W\DFWK2SV2UMK(L@U&!B47[I\]M.?PFH"H M#8@:WFZCAN4%,VP^57)+E/5&-<]3;12(X+>RE+HW"58YR97^.]?Q*1+(%\ M^$MJ?4)N0)%ESA1.W+)5 ?ID&AC)L# M6C*!R>:EL_/"4"-<=;S16-YBI,1CO- M<8&1LM9,9)@"/*10F;UU5LH:T4\FY#97,]T1JZ1]/,9*Q?[$^]9UR]O[SN& MDP,^?Y /D=\?4FM%B4^' S=%!Z&=2F(_&0S)U^8K@!NS>U#X47.PVMZ<._\S M@HFU]H*D[KZPRM,[@I],;7#5GN5XY">C/AF/_1&E=C0:AB2DH9_0\2L2L-1H MC\:6&>UAXFXJ"MR#;&]F;G3 R:2G9O\;BKPX'#"CS#%_Z1\1LYX>Wl.[Y"0\)"X(RG)_"2/MW$XR7_27>M M50-7Q%536U#);0E7OMBHX>?%RGC]KV,%Z/#3X_ANA*:F%1G. YH1@_H!@\6; M5_&0O3_!/NW9IZ?0%TL:R7Q3(Z@U?*B,* J-1??-2+/+[1CIDI#'2=^52 5J M6B&?(!^.A89&L:MA);T"NU5 U4+1F"E-]LIDNFIM-[&=F9 YM*A]>\D,W[D9 MRO>WY^#BK%5-RZ&2!5C7>>>!92&O /I-X\VK,X]'[Y_"[J'!62;,)}3&T.!S-LI M6K$%WT(7RGAEQK73NZ1'$C+0_:O81*:!23$',>IHF3^#@-V6!"4LIX.)A, MX.:OQ/@P9'$"21+&=#\;AQ/.(6:CD=.8J@H05=9\!0<>CD!3)PT&X3!A)"5# M'D[&+MR 3<(Q8W"LF+?QB,Y"IC;3=]/?:?G=>=="OCV;Q;O%^$+BII MH,8UN;+ST2 W2VS[F!5ZQ?(2EF:$"^6M/]1.P.Z7RME]P<7H/^C+/X 4$L# M!!0 (.!""9EG1D2.%R 8 *,5 9 >&PO=V]R:W-H965T>8I ;"Q1]S0)D,NT4Z %BKJ=?5CL RW3ME!) M](A4/)E?O^>0LJS$E[K;I]U[L46>"[]SY8&NU]KYH=2&OBK*FM]/5H:L[H< MCW6^E)70%VHE:Z3,55,)@\MF,=:K1HJ9%;K*,?>\>%R)HA[=7-F]3\W-E6I- M6=3R4P.ZK2K1/-W)4]VO1_YHL_&Y6"P:;8QOKE9B(2?2?%U]:G U[K7,BDK6 MNE U-')^/;KU+^]BXK<,?Q1RK0?/0)9,E?I&B_>SZY%'@&0IH!_".'U4XD:L+"#P& MW./A$7U!,W!@]06'#!9% W^(LI7P4.B\5+IMI(9_WD[1?,R1?^VSV:D,]ZND MNKG4*Y'+ZQ$6AI;-HQS=_/J+'WMOC@ .>\#A,>TW$ZS#65M*4'/81NM6:XF!M^B@%X9^!,# "PC-(=/LN\;9JB7L"=T(7>9]?1D_?;]64I8:Y*+&;2;"A/P%(I M;PP2[U6U$O73K[^DW$_>:)CWF(7#7 TPSPGSXQ9STV.>$F:&,K#&D]5_4BXJMU9CB;Q3.E3:."40]@T6CM(:VQL946OH"&Y(C88@U1AC=9Y9*RPT,8;B 1(FMDG>ERA?S(MG/6,F_]N M^P7UZ\7D DQC0_P$>HO4#R,6A@GX/.J9:2]*. 0LS&)<<>8E,4S:J5$&CP_" MA!'[4(3V>.1AI"+F)V$OY!S!+RG]*M68?%)N)><4U9 DROH3?;0[;G6OFI5]4\Y]14MHEE&I:%@N;+1]RF(6(M-HCA+#VG5>2A#;@?Y!ZS L#5]FOIR+_AADR<&#& NXA[^#$('BYZGWG1O[C M:%G$[4FT#'B ;L,@H!:.6IH&\.7RYI@[S/Z"W&8Y]$'F7;GYMMP"=EK3R-%[A3;H$EO' MPQ[TWURO/. 4MV[<5Z];ZB[?D7H-6!+SW7IUVR^HA^LU2%F:!1"D+H%PF6$" M]:7;K;?%FF$%8)@[?KM,L3W$'DOCN.<_7*>8,&FVI\VX;2P1+%_.LTEWJ$X3 M-"W=T>!V ^;Y'F#11^EWJQ0S-@JI[\9]_M$FO+QY:)$ZP'O\3AP3)-6.!G MD,"9[YW;13P 0BOK<9QWZ_SIN5SJ;[O4643"Z;"_N-6VOK&2 *8P5D0G[\UM3[N&!5DEC(_\G^BOB/4YQ(NLN4=AN>;79\V>!K8;N52T\-.>F34B?I1)SIY MU'E?/TIMW#BZJ6'T]/0)HU?;28TR_J,PA/D)>/N&X=Q9L FX, M&8XM\[T-3#R*HB31U_CB]%JCRS%+IV;H9#0E'YA2;4PY>3!YP./7A5GBM@]/ M4C0V+BF+HMC2Q-R@>$]F#X1.5.Y8J&_3B?=$_#N.$0)_@F?6RR)>P%(\2IE+6 M4- <2X$MZA9C-9Q):1*58<=CVX_7[+H(%%3LZG"]:43[E[HMD^H_1V>3,GE\F=P59YQ_X$RZ&FBU,(#KC]+]'!^/N, MYWN7%Z4F>^FISU7Z89T\/[D+,0Q]:5DK^$9]4>J$$=&.U:Y@6OOU#!D^3_- M\9TQ\W\@Q0/&?9_"&E/D?>9Q=S/;P9MQ'+Q>N:GC>YD=>BQ"63O;O$S,(>U@ M;N/=D25[*V-+.3SFX!A#X\VNZ(;R ^6 PU@6VEP/O5VO1!F^W?G=^++OWAH/ M/ISA-+]PGP?I9;.MC?N&UN_V7R!OW8>W+;O[?(GS_H)>&DHY1U'O(L')HW&? M!-W"}?]##=5QJC*/BZEF,F&&) ^5QBL;D$']-]E;_X-4$L#!!0 (.!"" M9EGO_A10T (# & 9 >&PO=V]R:W-H965T@-HH&G4E1ZZFV,J<=!H/,-EDQ?R!HKNEE)53)#6[4.M=*V0%0Y4BB .PWY0,EYYLXD[6ZK91#9&\ J7"G13EDP]+U#([=2+O/W!+5]O MC#T(9I.:K?$.S8]ZJ6@7="P%+['27%;@<#7UYM%XD5I_Y_"3XU8?V& CR:1\ ML)MOQ=0+K24F!O+P.CSB)VGOV+RYVBB5C&B^E^,4+ MLYEZ0P*7+%&F%NY_8[]>`]6+Y="NQ6VK6^2>) WVLAR!R8%); .:+WO:Y>$ M, S? <0[0.QTMP\YE5?,L-E$R2THZTULUG"A.C2)XY4MRIU1=,L)9V;S/%<- M%G#]1&76J.\GF4"]:=)8(C>.@7YCFK14L7O4(W@1E9FH^&Z*K!XC0](5JW:Q .L*<($SH>'W/--&T:_C MS[&06\;T.*/MF+&N68Y3CU"HWI$;_,Q0I0//Y_0FW9ZTU/LSOJP*(1"(:% M;^MT3.M)MN-:][2X+W\N]=^TL4^,#<)*"FL;7]WAG%=T(AM-R=.?QD#%,5AF MJ%R%KC#?;;*V7'9).M6Y+"T`,QN1LH]AA2MN-)O!U/-'2<\: W\XZG48FA$/ M:.S34>BGPP$,_2AY15ER;6>#AH084EH':=C=UTR9B@1UD45^/^Q#[,>]ES=H M C04CI/4-ALA!&<9%lQP L5<^%_M.AC!=TJ(HC'R)F-#/TUC&/B]9 3WTC#Q MO\L9I#'=Ql:(2&4$QWX=P4$7DXZUFU6V(DUEVH;N3KMQ.&^GP(MI.TMOF%IS M2HS %4'#BT'/]7.IW9C9.UF0B8-!>W,#8UT5-:!E=2FOW&/M#]2,B]YDY+[=]LE(;DS%!=XJ MT)NZ9NKU'BNY??"7OOACB]7QG[P)Z,U6^(,S6X.-9"[ED]W\6HY{@74(*RK,16 T/>,U5I4%(C?^V&'V M.I-6<7_=HG]RL5,L&E6XU[>@Q(7,%.9.[G]!7?Q)!:OD)5V(VP; MV8R%BXTVLMXIDP0!T<4HIU"V]N@##DO/S##)B,EMZ"L-*9 MA0O5:9-S7-A'F1E%IYSTS&1F9/T\Q7%5<*UK.FM-7/7=7;/YA7]\Y%OR(P5 M]HL=Y%4#&1V!',(7*KZ"3@#-=]& 0>1$$4G\; M=#$/'-[@&-Z**=S%?,M>B6(&IDHQL42W_FTZUT817WX_%'R#'1_&MCETH=>L MP'&/DD2C>L;>Y/Vl,TN3W@>=Y{'I\G,\K)'UQ?[FG3* M!+TM6W/#*OXGEAY,;[D1YE!P)\T?#ZM]X=BYHQZ/&FV*?1]AX 5Q3#A=2$26 M"S K)#BBB&@TA)85+YFAC38TV1"T#9/*CW)(&IB&A:RHC&@X3(O#V,2 M'48A1(F7V2DED!0^HZ P*Z?!2LIS;AEH"Q;$7CS((?6&@X1\DF2P;_< M/ 61>$'NHAEZ 05A0_&B9$"+)/<&00(G.)ETG$Q^G)6/%_BZ;M[KCAX+]'9N MF2H/D>TD[F&R3=N_A[5F.61K%A.O[|_E49A=ZN8VB#3?2SXWKT0;Y:2%Y43= M< (=)ZBV$-GFJ+H"8YEZC&D>T;D@#=BZ:F]SZYG>;4GT%LT/DLP2'6\V#I)\M;._BZ\80KT5I>?.M59[NE#^^H"HX)W\"6<96%R;H4#^RX+Y"3N7S-1T%^23G-[%@[_M;O; '5E2IHW=O,6W_XOCXM&@%3_!N;3C7/K#G+N1XAFUC9ORSM %VF5#Q ?!MJ8A,=RPX1,&39OXC>]F# _\YCD&Z7^2S;$$]%E ^,2X@D=6;?8Y!]>YT"` M4;G*;%&)@CX1H&59)"_UP/5J):NTJ-4$>E/U[1#W=>NF9PV(=1W\:83_<+4 MDE/.5K@@U:"?4:%2377?(Q&PO=VIR:W-H965TK8GJZSAV M^1HKX8:F1LU?2F,K0:RT]HC5%D41G"H5)Z/115P)J:/%+.PIV.7.-*2DQ@<+MKJDJ87>WJ,QF'HVCP\:C7*W);\2+62U6N$3ZHWZPO(H[E$)6J)TT&BR6\^AF M?'V;>OM@*?$C>O-P6>2&?/5+^Z+>33RA%!A3AY!\/",=ZB4!V(;_^XQHRZD M=^S/#^B_AIPYETPXO#/J+UG0>AY=1E!@*1!%CV;S ??Y3^U>;I0+_[!I;.>3 M"/+&D:GVSLR@DKH=Q?9_#CV'R|%W')*I0Q)XMX$*RW>"Q&)FS0:LMV8T/PFI M!F\F)[6_E"59_BK9CQ;W.C<5PI/8HH.S)Y$I=.>SF!C:&\3Y'N:VA4F^_W,% M'XVFM8/WNL#BM7_,E#I>R8'7;7(2<((GU$"C 22C)#V!-^GRG 2\R0_SA'?2 MYFJH7> M 2/7#;$*)#FHK7F6H?X[D&V82FO-N!J&NUDWH%Q/[H2')U8 %"ZT8HP(XN_M.X#U/.DP(OKE'HI!^0H6X#^3&LL08J'5 M*TTO!) .)"TW +7 W;1]^\6\??T^"KN2VC'! MDEU'PI?3"&S[HK0+,G7HXIDA?A/"=,V/,%IOP-]+8^BP\ &Z9WQ9#5!+ P04 M " 0@F99\ECWNV % Q) &0 'AL+W=OS&R;M0ZU:**>N,1\6[AWP\XFN94$8> M_%(ERNI7UCC48:79$;D4_:0JR>KILQI2IB@G*&< M+.XZ]\YMY RT09'C=TJV8N\WTDUYYOQ%/WR:WW5L72.2D%A]!%;_-F1*DD23 M5#W^KJ"=NDQMN/_[C1X6C5>-><:"3'GR!YW+U5UGV$%SLL#K1#[R[<^D:E!? M\V*>B.(OVE9Y[0Z*UT+RM#)6-4@I*__CUZHC]@Q<]QT#MS)PSS7H5@;= X.N M]XY!KS+HG5M"OS+HGVO@50;>N0:#RJ!0WRI[MY#&QQ*/1SG?HESG5C3]H]"W ML%:*4*9=<29SE4J5G1Q/L* "\05ZR(D@3&+M(!_5$V4QS1)2I$TY$SRA\RH1MLSF:E.ZK4V=TR>B"QIA)=!_'?,TD94OTH"QBJ@ ?2T*(Q3<2/(TNJ&NMRK;BJ MW:2LG?M.[;KH,V=R)5# YF3>8N^;[6I.V8=F>\.TRO-[$!9"P$!(6<$:MOM*K?:5GHH\CSN=;FB1MCE%,>H6EWG=LQL.^,[1M>V1M]C4WEG"IYF<6&D 6 M&AX7Z@S)U3J?8^;5]B'6GANL[Q>/>.1TOO MYBB;WY*M/S@>R,?9W)YWE"TT]L:EP@'!&L(-:N$&1N'NA> QQ5+))?$K(J_I MZ";:]1@-,U%3,7>GF&M4 M])%L"%L3-"$L7NF%6!U@(L*7.,(5W.>R?4\\P$+A%%&M<\SANF]; M)B C9E-0F@#*"T!!845K+G8'WP,BJ")+A[#V+BBH!6-9W#T1J%B!RD^N]=OZ M?LM[<:OCX/W$N9TZ+=]]YS8H;Z_L.5EFI\X7^IX?4Q6JBC[>J!FQ[R\GU(^ M2)X5UR.>N52+6_%S1?"=\U+:'Q?U!+ P04 " 0@F99 MR77#6-0# !:$ &0 'AL+W=O:8IP2U(L6FQ'*(RL&4^QA";? MF&+'"8XR4)J8CF4%9NTC@:S[6=\S'_;97B8Q)<\KX M%F^V4G68P_X.,\B*R)?=,X>66;)$<4JHB!E%G*P'QI/=6P;*/C/X.R9')_(,.RY($8^O^$*6B.PO.A:VEH'"O9 L+<#@01K3 M_!?_*-;A# \>H!3)PJP'L'X!8]U: 5P"\6P%^ ?!O!00%(+@5T"X [5M7 MJ5, .K?.T"TW4P.^?YEFS_!$@_[G!T15]:6IGXI65HV/.8*]VO(?!&'!R M^!72:4E#EA)T_YD)\0D!$XY66\P>D0K2*UHGQ#$UFB*.8XI1EP8C+"(0W0_ M(1+'"8 ?T8!I!Y]U%NVI*"$LY M9X9%"*,\!.>=$%STA5&Y%6A*(Q)I\(MZ?+<&;\)REFOJG-9TY-02KLBNA5SK M 3F6XVG\&=?# _[S36OBD'OX%>W.Z^#+_[?RB_M<^P70G#+Y'(S/K(BN9(LN7:0.UD2/*@C.@Y[.KGGD]Z>5%U^/;'#(1D8 M<+L)P@_$&/[^FQU8?^BTUB39I$FR:9-DLR.)YDV2+9HD6S9$=]%FKU2S5\=^ MK6;==G.*(*-0[ZS#\-'QVU;?/)R+\MJJ;=G>I=%$0Q7XEG]I-,VV6Y7M NK2YVP"]WP*_=@>_9TXU$ M"\(AY?HZ3Z%VWF<8"'0$X(KM/@>(=BJ%-Z3\(8(WQ"\J[/FLR2GG39(M=.O?:5>%M=FUE0!9?;W2@E)IP<=R_>KFRM03L23!7/P;U HIGZISGC%6RW{K0JUZ*-"M:D\L>NV_U7{JH]6LR1GG39(M],OO5'2D"[)S*RHRSPJ-E/!-5J4*.&CV5.;/ MHK*W+(2?LOJOTC^R>W-;T[^ PCFO,R5-#35#^.V'X+U!+ P04 " 0@F99 M3O>"\.T$!+&P &0 'AL+W=OS@9!'-]N MUKZT8,YYS'GAV">>[0A]9AN$./A1Y)C-C0WGY:UILF2#"LAN2(FP>+(BM(!< MW-*UR4]*8%HK%;GI6)9O%C##QF)6CSW0Q8Q4/,\P>]" 544!Z&<4W%;!?>L,7JO@O76&2:M0FVXVMM>. MBR"'BQDE.T"EM*#)B]K[M;;P5X9EHBPY%4\SH<<7?XA<_(34B!P'3MA!-X M0!0L-Y B< V6(B_3*D> K$,*<[FFO4$HBRO.$K!980XS'*A?@T>EQ&XO/@$ M+H)F)1C(,/@$6><71T-,+4A%8,X%8.7O?0N9R85A\O7,I#7BKC'".6.$"[X2MS#<,Q#A%J4(_&M>?CNB;PJ&=5YV]5^^<4> 2E3? M:Z 8SF>XGWNWZ[NJLSY MV.SQ?YZ]YPRW2S&WYKGG4JP]$(6?^-9^XWG\AM7Q:%!^#5"KB[;Q;4SM":R9N3UV*F4XUF!WY>*5"S+M_M2\;F4YW!^T$GU;)UTMDY&DRU"F(@R>3;= M)CK3325F(*8-8Z9)G(+8RC(NG8J&YDAN + &78FUH",J\;=YE5TOT\;3^;P3N7/4C9'#'"RHHF&!'\)&N?,= M1;[W,]=*B[328EVT?G",&B%;O'YM!>V9[NRC'+ ML+T[-#HD59:K(O6#\VA&[1'.YV/5X]ZY7C5,0)AKN.USFQ0L1U)F?JQ]$7 ML\>;L,@H<_*"4%LLNFU'F4.L-'@4]^L,U$F+M-)B7;1^8 [MGJVIW[.U-GQ: M:9%66JR+U@_-H>FSQ[N^#Q>-TYIJI&BQ\0*$7O8I9A^P,%HNOZM5(;)OJ/"O/D1MQOM3GX^U^<=@_$[^_;>5HQ\J2H/HPXX)MCIJ^0KC/1[^1H M);:R;@+QHK0YN6EN."GKHXDGPCDIZLL-@BFB4D \7Q'"]S=R@N[\;/$O4$L# M!!0 (!""9ED@\K2&?@, %0/ 9 >&PO=V]R:W-H965TZZ M*DXAIVH@"N"XDPB94XU3N755(8%N+"C/W,#S)FY.&7?"F5V[D>%,E#IC'&XD M466>4_GM$C*QGSN^&OS%8*^.QL3AC7M@//%3/4QJP,3&O@J6C?22:AK.I-@3:.R1S0QLEB-/A1]3N M%8I%#N3L@U#}];D!2=8IE4!>DX!4FI23\Z6H"G+5%]:NN42A)6=\MJXYT_/4#$I,K#;GZITVBU2E&I:._:\MLG MV;)/LJA/LE5/9">ZZ&'6QAW*3;-#^8$3,5BYX(1C66-562M0!]:6G&&I MJE OVV30Z?2Y,JC(?,^RF:_[+O2# ;Y4N^/\MEB-!V\/C:)VJC>G5JL6]\D@ M:(Q. CUN CWN#/0B98!OU#V^>O8=_)0D+,9P?B=?^ Z4"32&0DL6FR%^J^([M4G*F6S\$G:Z>&]X^R99]DD5]DJUZ(CM)_I1)_N2W]+Z3/G71)]FR3[*H3[)5 M3V0GNI@VNIAV%H5U57=CRF/L!U '/RFKTY,R]; 0+CI=/C=O?9)%?9*M>B*K M\N8>_>O/06YM?X:)$277U9*L9K5I 2]LY_-@?>&?+_V6J0A;QJK#^X^^ZC>O M9=PRKD@&";KR!E,L5++]X:J)%H7M.6Z%Q@[&#E-L>T$:]Q/A-"B7'0--+A M#U!+ P04 " 0@F99X\J):GD$ #U& &0'AL+W=O3SSJCIX<&\\2&P")GM,D$U-G M(^7VQG5%M(&4B ';0]9^63&>$]EN^=H56PXDSHW2Q/4][])-"S M"=O)A&9PSY'8I2GA+W-(V&'J8.?8\$#7&ZD;W-ED2];P"/+C]IZK.[=2B6D* MF: L0QQ64^<6WX1XK WR'GJ0.(C&-=*N+!E[TC?OXZGCZ1E! I'4$D1I[6$! M2:*5U/P_E:),-.8V;%X?U7_,G5?.+(F !4O^I+'<3)UK\6P(KM$/K##KU Z M--)Z$4M$_HD.1=\KST'13DB6EL9!BG-BF_R7()H&.#A"0. _/"[!J,3!D%I MS'RMP; T&.9D"E=R#B&19#;A[("X[]W4]$4.,[=6[M-,/_=']R=6O5-G)V6WT M:4<%U<]H!_0[X1SH\$>AN")#01[U3KQ\<0O7WS#KU!-$-W-$ET[XDKU?A: MQ8W*L1,%6/Z)L0)TQS*Y$>BG+(;XQSXTVX\-[JJRNW+>/SH_]XV"'W:) /G! M!?(]?[CGC]G\$;8#%'@GS<-O-F]Y$U2/,LCU@A-ZYU0+4*@QC-%?_VFVM![M":GXNV>*\T)RV"^I-YT;L2413!VUJPC@>W!FWW^'+[T?^W#9% LMB;50#BN4 M0Y/Z[#9E7-)_2(X0GM4F*Z"/GE'E7']%&"XB5>_7^YDW4 MCWZ3R2]>6MZ/* MVY'1V[EZ83QQQM(^%XVFY[IH4RRT)-9"=EDAN[0?;Y52BO MS*OOB)+4*"_0%G@$$F52I1Q_)0G'<" +B*5+MFI$"3Z1>P#0&7NQ0)&6[3/:!NOYRN\#!(.C ,L[@7%B6Q%]PQA6LL1'6/7E1 M.:D42+)B.7% RQ(@B NTYDST)2[S0A9[34Y^=_-=& <_EY,EL18GI-5IG_>?MEY7D)!,KX!SB"Y10LJ2)BDX0*@N,=KJUCV0Y;@NE-QAW2)IG=RY*6VIMEHT4 M&AM9+E162K.U6G@=@$=F+[V@\)>Q&0Q&75#&H<\&94FM#?;1IVB8W..7F6MZ#-Z4',E/-H@6L6JZM1#PK9Z3?4B ML)]T6U4+:,FUD=9U !9SVIQ0OK!JEIH2ZW-LRX2L#%QMA*P5HN&4JT3BGXW M8%_IU:91Y_GXE42_$;"_0*9>DDD>KR1.;4:%+Z>>B'8S.875M5*6VIMJ'5U M@*__AY"UF? OK*J%MM3:/.L" !LK"!LA:[-,6)1JG1,?W W95WH5--S&.7$* M?)V?MVM75?58!'E7K=69_FU^DNW6W8L_!.X{7]-,H16RM0;7*F=EA=GI,6- M9-O\U'G)I&1I?KD!HE)CW4']OF),'F_T -4_':-_ 5!+ P04 " 0@F99 M!V$'[)P# _$ &0 'AL+W=OT=&P3H427I.SNW^]05A3+M5HBZT$W,K_&#VRUU];!3:8;NH(YZ$^;>XDUMW7)60&E8](D$I8SY][_2OW ".H1GQGL MU$&9F% 60CR8RET^,*M"E;N?^GW!L2!P(^>$*02-(/A10=@(PA\51(T@JLGI0ZDYI%339"K%CD@S&MU, MH899JS%\5IH]GVN)O0QU.KG.OE5,,;'BKPAHUS M?9JGY-6+U^0%824.%)5"#S5U-89E%N=F30@W^Q""9T*8P^;"A-ZO)/""]$=^ M:Y?_6?$+$H3/RE.[/(4,9_=K>=B5N[@7[88$[88$M5_XC-]-I;!%]0ZV+ ^^Q MC=QI*-37/D![RZC?TJ2.*[6A&,\SYB>^6X5IKTA":O]N21.9_0GYH';]D08M1%&MU@AO,-4_2"&*OA"MTG,?BB'-TH',.LA&+;+1\,_7:$B40YE4(Y;E&/K MTW=+U;K.^YDI .+<4H[?A=X<;K4Z%^'XY%T*)T'WY4T'FK!#9M*2F5C)W)6: MEBNVP \IK3^/?42L%N<2V9N-#HB, ^\HGZ4#S=A!$K=(XI].QO')=HYCSSM* MQO%IA)/+Z"A"ZQI^,L++-L)+:X3_Z#5(RWY;U>?N!^4)*7\4'L$8;.(.#-][M.EAZ5AP?A:;<@L,N/Y='X]8!$HZ"R1&2H2;M,CDX;/OVC%E)B0F2*>#GWK23#Y&Z^XM+E)F ^SA+R7S* GW<:MNYC@1LG];75?T6)3W]\60N-ML"ZN M\88/T@S_J40^K%BKH3M_PR2_P%02P,$% @ $(OF61S0#I?G @ ;@D M !D !X;"]W,W)K&ULM59K3]LP%/TK5H8FD 9Y M] EK(U$86B[=D/HM#238/V2V([/N><^G.O! M6JJ%S@,>R,)P)N%%$%WE.U=,(N%/O=!{7KAE\S8!3\>+,D<)F#N MES<*9WJ%DN FM,K"M3*1=V,D%X F T 8>9 ML1047RNX ,XM$^KX9JG)ZE4T+W!X_LU\YY]&9*=5P(?DWEIALZ/4]DD!*"VYN MY?HSE YU+-],9%WN#3PR*[21>0E&!3D3FS=]+ .O!8BB'8"H!$1.]\:0 M4WE)#8T'2]Z)KN1S0ZE)P M(#(EGI1AZ#8DY(HR11XH+]SZ. %A6,KH%/>-A:%BSNSP7&LPFCA&A2@J$G*7 M 4)?F.XUI 4GURP%LHFJ3JN2WFIBCU\26:=L@^TZK#W-J[@:;!?V!OZJQV*XLMALM7L(*3_X2(V5@ ME@G)Y?RISG8CRRNCTJDT=O:9T,X>I'+VM"3X<"_(=J-'==:,>5KDR2(;8M"O%/4;F>X438 (FH-V_QQCY]AB%K7_C$>:N M5V;KM%)ZNL]"-IV#]#!X:13!&TJM!&_76COJU)=:N-69O M=4]!$_E^U9QA.~20(E=PTL,#KC,-?3,QU5^8&X @)@<_!D !X;"]W;W)K M&ULE95=;]HP%(;^9W2&VEL2H>@:/)5,*I),W#KN#P.QN[/V4H MB2?K5YNQ4D"_78"Y;=RSNOX!UK!F#4^Q1FVLX1ZKWVLGC6K2Z"CI,0LWK&V<8;[?\ M7M .'-? \7&@T#0E<5DL:+-80%DLVG2,]X[I8+0GQ&V4/?,'^4[EAF$92R'&M,.]JB#VD697+CA:YK80KH;&NVF:"/S*09@'.QT+H]XXIKO6O,?P+4$L#!!0 M (!""9EG4^"HHX0, #,3 9 >&PO=V]R:W-H965TI/[ZV(6P@++NK];XD8.;QC/S,<",CY1]YSL @7YD:65#64:$/&5;F^\9D%B#LM3&CC.P,Y+DUG2LU^[8=$P+D28YW#'$ MBRPC[-\9I/0XL5SKM"'?;'="+=C3\9YL80GBZ_Z.R3.[9HF3#'*>T!PQV$RL M&_=ZX6(%T!9_)G#D9\=

(A;*B1+LZN8TGEJ-V!"FLA;(@\N\ Q1A;*84.*5-S3XV!0!10HOC5-N?Y% MQ!)V&%AH77!!LPHL=Y E>?E/?E2). -X@T< N +(@%@#C1P!>!?"> Z\&O /YS M/0050(=NE[!KQ5D.F8T2-BREJRJ0.=?8V6^4IR)92E8/)J(G%B>@\'R M-MMWDI.E6\CV@I}1@7*2"Z02<+B0*2'/M-<[#A:Y#'$'?BH'Q_VX&V9ASH9^)2,&>XE7,+^"GG. M+P@[V$=?EQ%Z_^Z#O!UT LKX.W8Y?SZI=R+M"O8MJK9XI=X:B?1J57F:UWM" M51M&,S2716*R(4AEBQV:.TT#0]!N5ERO_]VEG)+?[^97W?..[\D:.)I9LCQS8 M :SISS^Y_^?7K@*9)(M,DBT,D36*Y-=%\OO8IW\4V4K60=[BE8H0KV[Q_Y[4 MU:R8'#C2U>A@=IGAL'Z3WNO\I4E_TMW"D+M&)H,ZDT&OW*.$D^V6P;;LGV=- M\]OOTA3="LAXI\P#DS(W21:9)%L8(FL49U 79] K\R]4D/0DZ*X:E/#!F;9< M=^B,_):>.\R"8. Y3;/HTLP;X'#DMN1Z:18XX8[. C#[E;@.@]O]DYO ML'?

]#M]OH:/ZENJZPU[UL_Q4M4998N,LBU,L36K."X7]L]=)AYGANV[ONHPVPX"G'[Q;,#3+8D M[+BM_F"?#0'D]]563U\X6M,B%^676[U:3WAN]%RCM3YSK^=NQWJD)D)ZZ/! M7XZ3/A.V37*.4MA(5\Z5FK^PYCV8,*%6$WBS#;0[=?OV@DI[=Q 5W@@MG//.;X?L6]OP\6=3 4N<_27/:= M1*FBZ[HR3B"C\I07D..;!1<953@52U<6 NC<@++4]5NMT,HMVT!SZQ=BT&/ MKU3"%$#*5ZFZX9LO4/G3T7PQ M3Z7Y)YO2I@R-XY54/*O N(,,Y>63WEE=QV $@CQW@5P#,*2!X!M"N .U#%8(* M$!RJT*D G4,!804PR73+8)E(1U3104_P#1':&MGTP*3+H#' +->%-54"WS+$ MJ<$-K"%? ;G,RR+5V?Y(OE(AJ$XY.8E 49;*][AZ.XW(R=OW/5>AL(:[<24R M+$7\9T3:Y(KG*I%DG,]A;L%'S? CS!KR+#M=>^UNOAWXCX12*4])N?2!^RP\L M^QD=#F ;W'F=^OAUZI-F> 0QPCT;,%$LVW4%M0U?>T\%+03/R CS)/"TP"I6 M'1F9^@5!?ES,I%G_:2N>DC^P\^N3M2L+&D/? P:-3@EB#,WCWQ@M,GVV9.R99 M=$RR\3')DY3QH,YXT,1>9UPE%!--)6%YG*[PR\2!/M5!"R+RFI&4YK' M(&V9+W5"HZ.OP/7 \\Y:^M=SU[M9M1B&YQ;#R&+HVQC'%L/SP& (X:8S%?T:Z M4T>ZTQCI^G.B4H*RAK DZ.SX\31VC1(O_2+VRHV/*3?I_).E!['E'$0WKB(8' MU:Z F"]S]@<++U1Q-S:SI"

MAAV7^=AK$>VU&.^UF#2&X:5EZ^XT&'B>+TTK*$G,5[DJ;XIZM>XV+TR3]61] MZ'5'GF4]\KKCLIE\H"l;VRLJE@P3D<("I5JG9U@2HFP7RXGBA6EO9ESA96.& M"7;8(+0!OE]PKK83+5#WI(_ 4$L#!!0 (!""9EDH7T0$0L *M< 9 M >&PO=V]R:W-H965TDF -KWN%>@!1/=?5C<@<V(SB5#;\DIRLCWI5C!L4U1),? BEK6I+VQSNM7Y59LY'_NRF]= M-_)K=3^OMY7(EUVC]6J.XYC.UWFQF5U==' [5%U=E+MF56S$IRJ]=^MU7GU[M*U;ET^4,S0Y_^%SA378K5J M54E#_MAKG1TOVC;L? SYH?]_U7O;F-J_%=;GZK5@V#Y-9]%B5S?E>M]86K N-L^_\S_WGN@U0,31 .\;X!+$- MDGV#I.OHLV5=M]|E37YU495/4=5*2VWMA\XW76O9FV+3WL>;H+_,+62[YN]| ML? W>5%%O^:KG8A^?">:O%C5/TF=7V[>13_^ M\%/T0U1LHE\>RETMA>N+>2/[T5HS7^QM?OML,W;8?".VKZ(D/HMPC(FE^37< M_)U8R.:H:Y[HS>?2>T<7XJ,+<;JL;: (;L=A515.T+GCS*'NO'WC{}1]*$1Z_H_M@X_7X'8K]#&\NMZFR_$Y4P&:RVJ1$&[^OO?$(W_M8>M^(&6:,Y*C,O)(^Y6Zl;9N/K>E7=MVAGF\PEG*L_1B_MCO 'B)_],#Y-@! M G;@.J\?ND'G1 MTA2Tl-]Y]54&EQQG47TDX6ZI'#F!OCDV2,Q,-@.\52'*/8,8RS8S\RL!_5S*_&9G/9F9F7!\Q M-

K#1E$F9W3X4]T0>^UGXG)&MZ34VKG_.!R;:9(C#B:A'&^BEAL/^2H/QD+)D MV!%3KAT0R.5PE?81F$BO/HI'L8K0:ZMQ01-Z*&UZ1U5*1\GD$QH*E-/W#IF" M$)!"!!20$9 %$N(4L>&\99.C.;*2345)]! G(!, D $QXP.+;7()3S##IV! M"A40S]'B(K^BD9C ZS2>V!- 0Y(D0..'AU04'8(14UWB*('!&+X@$PP2 A# M>/CP89/+9&+)'*-;$00*A1#

(PA"FG:90PNTV8@41.!A$8!,0XH&)%I%SEXD* M(?"+(00VT4 ."9P:_;#(R2'!'4,"]RH'8Q "6Q$";NI=$Y@"(;!""#P]0N"@ M'!%*F^X0A1 X($)@&T(08@Q36SFB__"AVZH @<""&P!

YOQ/D1RBUS&48H< MABI^P&/X ;?\<%VNUZ+[J"IO;?"LJ]E!T2&4-KWO"AWP],B @Z)#*&VZ0Q0Z M8!@=_"+,EO39L$)FD:*D5[W4+55@@&$P&!]?EI0?,Z-\;A%#&7%50!(%!PD, M! WP$E53W!6+0!%UNT2P%-NR+AIKS1=4ZCNH0FG37:#@(T&31UD"\HVW0P)I MTQVB"":!"<8KRO:Z(&2TB"0QBAU#M[U+2L97M&F;&.L=7%YNRKN\W;UTVXZJ-Q[?

72IKM",4>23A]H M(-9X.R20-MTABFT2F&W\ HV:&8 2BH;#V"*&*<..<:Q8) %3NT>T,<, 'O<7 MQO9VFF(IY]25T!0B)# B],+MC7S,,P"J1-=X%BCR2; M/LY O/%V2"!M^NJO@AP"0X[?^N_I&@@HHMNH*(3)9#1\47,PD66),-ZKD6* M)WHJ0FRN"\@PQBR.N.%200@(51F`]WETQRR>,QXYB)%&$04973T:OOL] MO3LV10F%*&PATY=02-22BAMND,4'Y$76WTA9ND$I3$V2BPV.1PGQ%%D(0IT M2*C5%V+9G8&'9MI*+([M7 H]TF"++^F('1PVF<21U5/%'NF++;^D)G?(,9'@ M(?

[;Y.28P([G[5012C]:4*PSWL@Z,GP5WY@(I4WWB&6+:IF28,R2RAMND,4 ML2OPL^B[GZ.W>5W81[,)& EAQC8/BQA.>>::/'J;06$6&3_^I28^#!]:0!'=

M0(47*8P7/K.;69)T=*W",5>- M+\K#%_..T"EJ&*E*[>GT-8PT: TCE#9]O[4""0]#Q-@IBY[$8"EV6Z08HX[D M2Q5(4!@DQD[8U,S_P^D %-$-5'1 83KPF++#HZ84-

4$2W4.5J^CTO6]!12QD6 M*>#NJJQ)1R]EN-'*>XD#QCW2P)3+'%0E;'I]$L<-&AA(90VW2&]-T5@0A@] M;9FY/Z/$V*9J$6,H=3U)4H4)%,8$CXG+@@R&E:8.JM$WA)_(3LY? YA)W1U'C;PR(F;I+K,9>I%,I&[W5PS5\>2T;P MQ;S?YYEB#P13B9M-OP>"!=T#$4];A %"@P&A;'S%C,1($OPS!0L4BQQ%9>8 M8@4&L\+X68N91<"&LY9%QK'-D"ED8# R>$Q:#"KF[RTT1C)ZR@50)F4@3CR+&)@RF,8*$^[B[^Z8Y.&87KBB#AYL!0#6Y-L9 M;EDK<(R5Z# X2=\>+*$&WMWP+*'P;DFRE5JYR.V-_X50:IZPAJ\^S%%]9\K M2N#35_]YT.I_*&VZ0Q24\([%KC)'(AA:M1<+'(X855,0"5=$PJRM$8D2F,R(A1'9Z!R,HHENHT" [L8.Q

MW(AO^YT"T7K7[/)5=+?;+.L3R196ZSOH0VG3G:#@(IO^X*@L*V'$TJ8[1-%' M!ME?U M:X$GTN\)M=Z'BX12-_]#[SBJ>/JUC,,U@CEE"BI!,>XY)> [G0=E^KZMS#@$S MR"+F',>]DZGB0.]U'A2=/MS()@B=;A3WCHV*8688$75>1Q_!E_,?>%/LAT!Q M[Z"J>/H=$8=K!'/*%*2"XMZ96'&871$'/?H(3PD9'CYH%4PXSYPCO'=^51QJ

M;\1!TXE#CBQ2KE..4-P[5BH.MD'BH I*TC89UTE'[9G7RLSOV2)Q.$WU.YZR MX=L*5D';G#;O'23='N,M!]?]H#GE;B3#>-7[=)E]7PPJO.7!MQV9TO?EDU3 MKKN(/#R)?

BJH5D/^_*\OF*4]KOIX/OG5_P!02P,$% @ $()F64]ZI'G! M! KQ\ !D !X;"]W;W)K&ULM5E;3^,X&/TK M5G:U FD@E]ZI;25H+LN*08B*F8?1/IC4;2V2N&.[!"! M)H[/^>RIZ X,AW+ZIHQIHDQ&.5E]WPR8AL9T83<Z7$E=8$Y&:[PD,R(?U_=!W=& M,872G;B MX!KIKCPQ]QO;N9CP](MA($)I:; ZF=+IB2*-)Q_> M=>8)"S)ET5(< MK%H0TR3[Q3_R%W$ 4#S5_"<',*\'[7< K1S0.C9"-P>TCXW0R0&=8P'=-'!] M#>B^_^CE@%XJ5O9V4VE<+/%DQ-D.<5U;L>F+5-\4K12AB;;B3'+UE"J_G(U.JT)K #/,P MUUD8YYTP+?29)7(ED)?,R;P"

[];C!S5X4W6YZ+?STN]KIY9P1M:7J&5]0H[E MM"O:,ST>WJKJSJ]%]WXMNE\/=TFHX/:[* >_C=.+I'MI'"G1HI68<%6RM=Z

MMSE/$LU(N.%44B(^H:NM\AM^BLB%2K47,QP!1.U6@=">-)+'X!\I681V=02= MSH=BC4,R-E2^%H1OB3'YSS=[;_U9)3TDF0M)YD&2^9!D 1!9R4#MPD#M.O;) ME),YE2AB0A"AYL>0<94DD#/(PB4K"6VEN;;;*.Q6Y:8L7#<-I^?R[<0:F=M# MBS36(TU_-INGZH0$%E)H4ZA4*=6H7R629;H@82$;K4B:IQ':B&DRDDJ M5:

[BK5*Q2L,L0*=&D]HFG#IL&\-YD.\3L,7 J!P)?FZA7S=6OET"A:(+=3" M@S^KU8!2KV$$=1O5;JSA-M;P&FOXM?TZ=00!D94DZ!42].I'$*8-R7_0N'QJY/ :.?S:?

IX]"1!921+;VG^E6[6BW)(MB9 SK/SRKH6>.EQ! MV5Q0-@^4S0=E"Z#8R@8YV,:0(SMYR&@C 3)YH*R>:!L/BA; ,56-I*S-Y+3 MO-#=\'>_ILZ/LSY@O]3=D1!8JE'79

M4ZWFV>EP=B/9.CV3+#1_ @ F@4 !D !X;"]W;W)K&ULA5113]LP$/XK5H8FD("D:5,*:R,!U30>D!"!{6':@YM<&PO'SNQ+2__]

MSD[(RBCL)?'9=]]]WYW/TXTV3[8$0/9<265G08E87X2AS4NHN#W5-2@Z66I3 M<233K$);&^"%#ZID&$?1.*RX4$$Z]7MW)IWJ!]50<&>8;:]*F^T52+V9!8/@ M9>-

>K$IT&V$ZK?D*,L#'^LZ0%?8HA:A 6:$5,["#BZO$^7N'[P(V=F?- MG)*%UD_,N"EF0>0(@80<'0*GWQJN04H'1#1^=YA!G](%[JY?T+!ZI;1EP2U< M;_E#%%C.@DG "ECR1N*]WGR#3H\GF&MJ_9=M.M\H8'EC45==,#&HA&K__+FK MPTY '+\3$'?=)O(LYQQY.C5ZPXSS)C2W\%)]-)$3RC4E0T.G@N(P_2H4 M5[G@DMTHBZ:A>]-E)RRC[A>-

!*:7['+-A>0+"2=T"4XLI]TY+)!ED#=&H_#+ M%EMVK14:*G)#6+<L0,F%'LH=6.Y*NPT1"+O*(1Y1_2]+1]_ M0S2#^I0-HV.61_&(/69S=GAP!HF).U] >*^ +''';Z#^UI

MSAN@NX,EE7G ML#-/H(MQ-A#N'E=I_%DDB3C:,C>DWK4IQ[]-S5?(I@N,\/2 MZ&95LL2;>[O=(B8[3,Z&P_/]/)*>1_(ACP>-=/GXV^M:N"[:QJW[^"1O*W.> M3,Z3?

QB%.Z/F7JU;;E9"629A8'1Z1GAF/8E: W4M9^^A4:;9\LZ?$%SQSH M?*DUOAANH/OG./T#4$L# !!0 (:""9ED3 _J0ZP4 -DH 9 >&PO M=V]R:W-H965T'1]R\AY1/'ID M_)M84BK!!U6:B8O>4LKUV6 @XB5=$7'*UC13O]PQOB)27?+[@5AS2A9%HU4Z M0$$P"*Q(DO6FY\5W-WQZSC8R33)ZPX'8K%;;$_WA+4_9XT8.lGU]\3NZ7.O]B M,#U?

DWLZH_)V?)3R["J.\01'Q-;&/8NR]B@!^*-D&Q5-E8, M5DFV_4^^ET+L-("AHP$]&Z"F#7#9 !<+=W3(KNG5-))F>< _8(>!ZMT/(/A39% M:]6;),N'<2:Y^C51[>3T79*1+!$Y("CYD0O*-

&B$!0'_,U'Q9,%(*V!VX?"!) M2N8I[:MITQ=$?7M-YQ+_:+SAB4RH *^OJ51\$HUJ>CN![!J?O0&O0)*!+TNV M$21;B/.!5'3SEP]BDMK;+37DH#:CZU. @.Q. A1;FE_YFU_36#6'17-

<;SY0 M(E5*H4HI5.!A)UZMRR=[LLR4+"?@-E.YE";_T07XR(0 -TPDQ73]^W*NY%63 M]A^;$-L[A_8[YYE\)M8DIA<]E:J"\@?:F_[^&QP&?]ADZ0BL)A*N1,(^],D[

MDG#PE:0;I<5']@3XLB09@ A\8IE<6B?!%G!8 .,+SL,4#2.H!OQAMU-F5#2> MA#]JQC:LV(:-V58< >/@O1I%2;F-[A8QVB$2[%$U(V" 1G:F4<4T:LST"Y,D

MM5&+C!O;E#2CHLED!.W\AA6_X:]+#A4=QYO5)E6:ES_YTV789;IT!%:3;53) M-O(.ZWN>=W9/EUR^AKDS,L:R/]X;;DM(&-@'>URQ'K=CW32'Q@=SR(SH.W)]

M4I&>M"/M3*?)87$M(:XU"0:Z(@=>=I>*E^S/2?Q-L1153ED+]!?IV$SH"]W> M[QTG I^MP):W[D]HCM#]0FDC KTEO$V1+1%K12E">[/9$H01=%0&]"T!;.X)

MF]X0):1OB;"$N.LLU)8 -O<$SJ4!6F]*:<9%"(\=A#43@!&+ZC40]\O.3IQ M.D*K2Z=-"O06\R>7VO+>.RO-D/[0,>3:)<"6-J%Q.IDNP"!N,PH.XMHHP)9. MP9U9A[V!):0/'98&:GL _?

[@BO$UXTI D#&IGFC5,RM@\S2Y)WG>V*>#%_'H MW.@(K?YPJUT"'I[O\;93F](56ETH;5.0M[JWJ;XE8NW)#$_@?L&PA(5!Y"II M:&?CHKE?:+IB(-,+[.>A-Z1.57L%U-PK.-

<(9%9^]YQFF$!.[1!0'(*,/+:_ ME;-SIR.TNG3:NR+_L93"S R-R^,9S);#*86*2M VI\'1HGU&'OX V\l;6 M .;6T#N[L:K'I8(MQ;JS= O*[A=O3V2F0BJG8\!\'GGSI4$>G14=HI8YK[X$F MSU=[.S4I7;'5-Y>U2<'^K9$VV\N!62S";#_U+%$C/'&4"]R] F!N%9HN%-AT M 09;7TB=JC8)N+E)<*X-V"SY-C'-*(^8.Z\% NJN]AK5([-FZI0ZM0)IRX+!]MFQI/K;OX\%L/2TC?

L=>!M5_ +?U"XV0RS8!!W!=2YZW= F[I%MR9-31>. YOO6$;C8.)X\;N=1-C<231^]=OI-D9H6@['NA-JOQ$V]QO. MI<:/<70W3"_B&1]M1\)?>-KBZ&(?=GH

HRNTNG3:)X7^/92G%GL_-%BF+LP M_<@Q.W;,;;3T,XU3N=-=E=!GC^I=U-8G;&E]W'G=Z:N:$FWH&[?!SKFS_-#? M)\+ODTR E-ZJ1L'I2&'P[3FZ[85DZ^(HVIQ)R5;%QR4E"\$S /7[!6/RYT5^ MNJTZS3C]'U!+ P04 " 0@F99W_SY./$" #N" &0 'AL+W=OT8?Q0%@$1/):W$V"JD MK*]M6^0%E%A(FEZO*U+6H.>-F(2FI[CA/9)2:5E8V:9S.>C=A&

M4E+!C".Q*4O,GV^![LMW8.J9_=9EJ2$2A!6 M(0ZKL77C7D]2'=\$_""P$WMMD]TL&'O4G;_+L>5H("02YT![]\M3(!2G4AA M_.ER6OV06KC??LG^N?&NO"RP@ FC\E2%F,KL= 25GA#Y1W;?8.3ZCSY8R* MYA?MVMC0LU"^$9*5G5@1E*1[__%35X<]@1L<$7B=P#M7X'<'OS':DC6VIECB M:,39#G$=K;+I1E.,]W(5.B^8!N!]Z48V5(-

K.5VW@URVP[B'1ED#O45\]WWR'.\ MP""?G)9/(5=RMY[K^6VLMM[]GK/7I///Y)OAI_Q@BJOR@U]"H"I0+]N%D)R MM:Q^FPRV&0-S1KW5KD6-[MORQ 5)^F_]%>\0<\;

MG,6KSIA'D*1:F_C:%.'^R$Z0Q =\PZC$]7TS7MCCA>>6LR1"GVW& H:#H?W4 M#P[X#$%QX)CYHIXO.HNOQEQ6P!%T^]P$&0VK&#G1 >0PR//"(W,<]Y#Q69#J M!-^H

Z99CNW9IX@IP0M"B21FZ'C(XWK) ;0I*$[-T$D/G9R$_BX+18<[]%-U M38;K+@B\ \1A4!SZ1Q#3'C$]B7C/)*9G(:;#K1MXH7_(:(ARX\ ]@+3W;B/I M)? -

\S6I!P4CKG*E8F>7N[MAW)ZN:"6C"HKQI%NJ#!+@.4.]7C,F7CK[S M^D^<[*]02P,$% @ $()F68-Y7L;H!0 J#0 !D !X;"]W;W)K&ULM9M;;)LV&(;_"N%50PNTMB0?**

DSD&$NO4H1F"!MTN MAETP-FT+E42/HIVTV(\?=8ADN2HKH6]N8E'B]WQF^)]D7HGS1RX^)SO&)'F* MPCBYZNVDW%\:!LEJQR*;]/F>Q>K*AHN(2E44VT&R%XRNLZ H"%B&,1E$-(A[MBWEV[DXLYOP@PR!F=X(DARBBXLL"_GC5<_L/9_X&&QW,CTQ6,SW=,ONF?RT MOQ.J-"@IZR!B<1+PF BVN>I=FY>^9:4!68T_ _:8G!R3M"D/G'!.'^_75STC

M_48L9"N9(JCZ,+(E"\,4I+!'OP6T5^9, T^/G^ENUGC5F >;L'4/_PK6,/I.P+ (&:;-,"H"1FTSC(N <=N 21$P:1LP+0*F;0-F1< L MZ]V

[*^M*FDB[G@CT2DM14M/<@$D46K+@SB5+OW4JBK@8J3"YL]2/++:9I(& M8?*&O".?[FWX^M4;\HH$,;D-PE I+))D/I,J51@Q6!?F-I@?=LWR=#XRVQ#&O4\'V6[<.'3S.

MSV5W]>&_'T)M=N\'X33N$]/*PJV&<%\??KT79793TY/#4K+#C#?Z#N^#*A,^ M(4O!UH%LDJ8V/IT-+I,17;&KGAKN$R:.K+?X]1=S8OS6I LDS$;"">3,1<(

M),P'P6I:&Y5;&V7T82NM$9>N@C"07\C?V87WDD7)/FT*"'$5B(392)B#A+E(MF(>$^2!838'C4H'C5]/=*E?@IE!@D^BTH*ZP0\)L),0!PMP<-LE@Z3K_N+ N

MC/G@>*HE9$*_(>&X2EB3R*24R*2#1-X2&O%## DJC4=?0A9DU9RHFF>?H_9 MM#^I-WVI3=Q5!>UR.LB<+A+F(6$^"%93S+14S+3#$HK\1SZR(P^/0;P]G^F: MM*-

E=QUGD# ;"7.0,!<)\Y P'P2KZ7!6ZG#V(LNK&5*!2)B-A#E(F(N$>4B8 M#X+5%'A1*O!"/Q+R>/M.,A&1=>]$\(-,)

(W7:B1LTEW.&I],8&=KA:4V6U"$N:#8#6%F$9ED1G=9LL/3"K)Z#T(/;/K& 6EV5": Z6Y4)H' MI?DH6EV')U:M^2*S98%%21%)LZ$T!TSH30/2O-1M+H4K4J*%G#:+&#ISZ>Z

M\^N/SJ9.?_-EO'L3:MY#:3;4YD!+I3F06D^BE:78N7A MFWH3/WO*B3)@<8K1E8\DK$]5946UR.M"<+I3FO6D^BE97

M2F7EFWHQ_W2>5'>:M:)]8,0RAD:C=)#>!!)*LZ$T!TISH30/2O-1M+H4JV<$ MYO1EYD_H\P$HS8;2"C-A=(*,U'T>I2K!X3F%H/>+'D\9$)&3R$C,396)A.

MIHWOE=T4J%/7=#P^MVGU^3JKJD5*!YK2A=*\@C;1-R96ZN*;1F$@+>DEE&9#:0Z4YD)I7D&[M.'VHT3?&YUI["9YCVS,.!E4MNZF6 M97[C5K6KYNH;U[7#H#0?

1:MW;&6A6UI?=.%L-BQ[6[ISZ%& 3>M,N.?>WJ64WUYJ==WV;6JZ^\9T!'FHZVAYQP].MCE$3&RS+2^) MZL5#+//7Q\NSY;::ZVPSR=GY&_-

R:3:.!2\B@[W#&Z9B*MH*YON%JV%H4T0;DY:?$_4$L# M!!0 (:""9EF8FONG$ (4 9 >&PO=V]R:W-H965T$"]MEIX0#RXR:2QUI=@ M3]K=O\=VTJA"W>4E]MASSIR3S"0[&?

OH&@ D3TIJE],&L5TPYLH&%'>WI@7M M;VIC%419"2+;$V2.5-<:%ID\6QKB\QT*(6&K26N4XK;YQ5(<\KI MA)X/[L6AP7# BJSE!]@!/K1;ZR,VLE1"@7;":&*ASNERLEA-

0WY,^"'@Y"[V M)@*C9&_,8@F!53L@""24&!BX7XZP!BD#D9?Q9^"D8\D O-R?V:]$!H+GCM8 M&_E35-CD!,F%=2\DWAO3E]A\#,+?*61+C[]<=I924G4.C!K!7H(3N5_XI

MO(<+0/H2(!T :=3=%XHJ-QQYD5ES(C9D>[:PB58CVHL3.GR4'5I_*SP.B[51 M2]!_RTBXKLC::!3Z +H4X,C-!I +Z=YG#'VM@&#EP+OJ>=,7>'?0WI)\H&D

M27I"G8;"%=*XSH+Y-=R[!#ZC_[!FOB^ MR-WU(F$0%]!E)>34=[!H#>P1:O'LSF2>?7[$P'2U,7V.OEF5I.ZB(%'POI,!G MXF>+"%V!T](6)>_;U5KN?46GUQST-

>:Q1!B\8Y%D[(@IBUUT11BP[!P>A'9$ M0NTQR>W'&26V;!H^0-/&1MD;]&T7MXV?<[_AP=_7QN Y"+TW_CF*OU!+ P04 M_" 0@F99LG<\!?4" -![" 0 &0

'AL+W=0:=.SY/#T+N5(BHX2&.$C6S0JW32!M6?H@Q4QV1 M8D([&R%CIFDJM[9*);(@5XHCVW6-%!;26\],AWQ!%<25!,'3/Y8 M8"0.,ZMK50NW?!MJLV!

[TY1M<8WZ+EU)FMDU2L!C3!07"4CR%V9G(=S"S',,((?6T@&'WVN,0H,DC$XWL):M4VC>+QN$)_ MGSM/SMPSA4L1?>&!#F?6Y((-RR+]*TX?,#2H8'!\T6D\G\X%+*CO@5^IK2(

M2V5B$/.D^+*',A!'"N[D&06W5'!SWH6AG.45T\R;2G$ ::0)S0QR5W-M(L<3 M89M((R3M82;&5+(:S*]2,1^H"[<5<(U!WK.!;B. MVX>[]16,_!SWZ?$D4QC

'^'2,'7CR0.UQIC],TI%@5V MOQG;U-FE2IF/,XL*2;'=4=.FI,F/=KOTV=&^>Z5!(_I.(LUADB08] M7:J?BGT3WP)QF"...MYI@X%3_*;VOH'.H"8S:"6S%%/&J>,F%(P;S+=JO_" M4

UK=L,3'O+P!,Q'-?-1:US76OB[HT.%M*C:"UHS5S%/ML :$V&3Z8P<;+<[_Q+Q\@) 3)< SGBU?$X'T71MEK=Z8)92>6YXH MB'!#J]DYG1!>6+#H],=$BS;OKO=#4J_-A2*\CE$:

]C="Z&IB#-3O+>\W4$L# M!!0 (:""9EDA)*U;8P0 'H9 9 >&PO=V]R:W-H965TV@<12MP(K$,3M]F+8"\8ZVT(D MT2/I.-VG'TDILB4S0I(1R)M8HO[W(X]WNI#49$_H/=L V MS98;*#&[(%NHQ),5H27FXI:N;;;E@#-E5!:VYSB17>*\LF83U79#9Q.RXT5> MP0U%;%>6F/ZXAH+LIY9K/37+.,BE97D+%5>IFXD#93BCQSVI[.@:;25?N"+F7-

U^RJ>7(4!2RX16/P\P!R*0I+$ M./YIH%;;IS0\OGZB?U;."V?N,(Y*?L,,[Z96K&%,ECA7<%OR?XW:!P*)6])

M"];^HGVC=2RTW#%.RL98C*#,J_H7/S83<60@.'H#KS'P^@;!,P9^8^"_M(>@ M,0A>VD/8&"C7[=IW-7$)YG@VH62/J%0+FKQ0LZ^LQ7SEE4R4!:?B:2[L^&S! MR?

+^_%I,=8;F!!3YQ[*"X#E:B*3,=@4@LD+?",<%4F*B$:>/\AK0QP0XS@OV M29A_7R3HXX=/Z-/_1M0W8,5QF;V%R,6O9M+YL17M4B-#(OHCK>Y2*3**

M7\C.T%5)=D+]U^\"B,YP*-G?NNRH^P_T_LFV> E32Q1*!O0!K-G//[F1 M\XLN-"9AB4E8:@C6"6+0!C$8HI_]MYNI4E"':(9ZU4.C&3]3.^+6X7C0X04N@*F,%"OL>^!YM=9Y

M.0AY;>]9A"4F8:DA6"<2XS82XW>N'V.3030)2TS"4D.P3A!=Y[3<0Q7D 9X M_%[[TWE!:_Y$4?Q6[0+RVG[GCL]1+HCAZIK@<-G?N\,[N M5ZB

"O=EEN*LS*N<<8KE^9S6\4'8JW/2)"TQ2DM-T;IA.6P]W?"]RXO1O:M1 M6F*4EIJB=4-YV+^Z@SNKMY27Z/30(_!/5BZGJFCL]\]/-"HW.)&E&IGGAF%_ M[6(?G2670-?

]$\))AT3&U<>";6O[H>]*'8_WVJ_=R[FK:4_DAP5U=GW_UU\E MOF*ZSBN&"EB)KIR+D8@JK0_ZZQM.MNHD^XYP3DIUN0&< 94"\7Q%"^ZD1VT MGUMF_P%02P,$% @

$()F6<%^13>I!P GD< !D !X;"]W;W)K&ULQ9Q;,]LV&(_"N%50PNTL419/F2)@20Z%5C;H&FW MBV$7C$S;0G5P=8B383[^U"&69SE0!\\7/GNK=9I?&,XO-FS%

M[WCZ=7,;BV_#'67A!3Q,O"@D,5]>#J[4?HZW#JP[I.<^-_*3XEV5+LI/9@+A9DD9!55FT(/#" M\B=[K/XC]BI0]4@%6E6@AQ6.1="]"EK?"]J.PNBP CU20:\]Z'TKC*L*X[Y-

MFE05)GTC3*L*TV)TR^$HQM)@*9M?Q-&6Q'EI0$]F\)5:A&DC6+>5>W;N24JTU\1M1905%)&K-6U+8"::8;<=L.&*),6,7FK2W=8FN&_!:&OQ4H2)A1@D;%[

\17N8:XIR,7S8UQ\RH(6$V3U:[X "-F2E M[V2E2V55) :D+:.W9%OD@^(R>^"QR&_)AL=>M*#14JC0C5:AEY?KTI(TXJE:

M0L(,),Q$PBPDS)8/N4:",KE2IV3!GCK78U!S&I(<[R0Y[C'3'9O?N@0GY9TJ M."3,*&'ZWNVOZLIT>C:I(4-;X],H\Z4F=X,;;=+C694UPYFIG8I?:HH-:LQ

MOI/=^ZDX_M9+FQY^932SG[?!532>>B).6<.]Y(F(&$F4BA8392)@#@C4T M-]UI;OK"F?X4J54DS$#"3"3,0L)L),P!P1I:G>VT.OO?4S)IQ%/5B8092)B) MA%E(F"'T?

Y50]0FD&E&9":1:49E>T_>Q4%YFBTMJ@HL(V1;?G7:O@ M#8$<>+*^D#2CHC7W!&K+TH &M;]"CB>'0>VJ6'-;,&WKH4W3U7U?HSG0M!YH

M*AWHKV&UC/VQFU^,&UR=XR[EGSSN2)I1T1I#H&JC]L CHUI0FMVS#PXJ;E-' MM:VO2IW8^HFP^EV5":@Z(U]52;^ZK M,T!I1D7;WY"U]@OM(A/]<+:T.DJIK5+VWX=S.HJ,]*-

;O!J?5Z66ZESD0X'(MA&Y\EB3DJG.8H X[E&9 :2:49D%I-I3FH&A-T=5&NSI[Z80<:KQ#:0:49D)I M%I1F0VD.BM9\D+6VX*G<@B_$F! O/^QAOO|$]B"+XHDO+TDRD4/QWHFY/-JI M"H72#-HVJ+5)QU[A(:UH#2[;R<<5-BFKFJ7GW_<4$]=VA-(.V36O:J26H\0ZEV1U]Z-H;.ZBH32G5/CZ5^_A7JU7,5RSE MA 51)A9+L=M++#N35*1^H?0^E&16MD4!WB =]WD-I=D^:E3^2]6,+"PKN_]5E8_+U%IV"@)CV49D!I)I1F06DVE.;@:$T!UB8] M?6F3GD)->BC-@-),*,V"TFPHS4'1FJ*M37HJ-^EK4[5:9EF6KJ.X.$?OG;M! M'\N'T@S:/A305*4S>X/Z^%":W;L7#BIN4TZU1T_E'CUZBPFU[]$T@W8\H3_I M5A;4P8?2[-Z]<%!QF\]JW7D]=^?SW62G1* >/)1F0&DFE&9!:3:4Y]!H3:G5 M)PKTI1_YI] 3"2C-@-),*,V"TFPHS4'1FJ*M3R2H_$'P3^E.Y'',=>-,R+%Z MTK%[486>+$!1D7;=QI:1H,)#6E!:7.?#CBHD*54AGLO]PAXO"I>]}(0-_?/ MRC<:[*[N7B9S5;Q"Y>"ZH9Y;:L=U6SUWRE?%U/CRS34?6+SRPH3X?"E"*6<3 MD4?$Y+7(?I6D4%!_7G"UXG!<0OU]&4?K\)0^P>R7/_"]02P,$ M% @ $()F60A)@0E] P M0L !D !X;"]W;W)K&ULM5;;;MLX$/T50ET4+=!$HGS/V@+B-+T\=&O4N]MG6AI;0BA2)2D[M_?L=4K;D-+*B76!?)/$R,V<..4&9@)4BNLQSIGXN M@:>);MDN-G?"C><%VL ;S5[%2./)K+TF6@]"9%$3!=N'=TILE'5L# MM^/O# [Z)O85#92/MC!YV3A!81<(B-=<'PM8<[X-QZ0AP_CDZ],J8U//\^ M>?_@DL=Ð-DS#G>3?!\2D"V_JD02VK.3FFSQ\@F-"(^LOEER()SD<]P8>B4MM M9'XT1@1Y)JHW>SP2<6: ?MH-PJ-!Z'!7@1S*]\RP:*]D@2B[&]W9#Y>]LT9P ME;"GLC8*5S.T,[':R/CA:HEY)>1.YGC8FCFZKL@:;T!26 MR@V$9UV!Q]_V/TDY]%C$(2S19<2;T.Q(&-'3/H7V&%+?^1GRB4Z9 MGUZ9(^FLM1,)'KN&\S+HO/C8P[+*H?P0@XS\D4*DVIR+Q)(GMK[R$=-2G@B M91EV.EQ#<4T&@0.\[/ W]$D>,'^#"_]^*/,.*,MCQ: F7TNC#6:,B5U;OI6[M8;L[6Z@WNF Q+#RL1 UJ#UI^A4=![]W@!W68(==W],E[#(A&!C>=CS"&,@; M/)[JH-ZV@:W=<>\?0<69? CGR^%GDJPD=M0>?U,$GG<%19K:08=I^;'GG+Z.8/$==T32-BWQFDCQ[130'^I\XX*I=T M\)21"U .L:7=:MO4_-UYS??$-&S#1"]H+VW$EW:K[U,1^,]7:-3*V 6!HHU$ MTUX:?0M$3S3CM@O]*QC_K)/*0>U^TRQKP9E-^#Z5DIS&M@ =:<>_0-0 M2P,$% @ $()F6<#HU,!0 P XPH !D !X;"]W;W)K&ULM99?;]LX#,"_BN =A@U8XS^QG:27&&BZ[6X/.O0-VCVK-I,(ME25/4I(-N]_E.PZN8MM= `N)99DD?R1)AG.#U(]ZRV (3]*+O3"VQI37?N^ MSK=04CV2%0A\LY:JI :W:N/K2@$MG%#)_2@(4K^D3'C9W)W=J6PN=X8S 7>* MZ%U94O55"5P>%E[HO1S:D. -[H]1K M;5K!T_6+]L_.>73FB6JXE?P;*\QVX4T]4L":[KBYEX<_H7$HL?IRR;7[)8?F M;N'1?*>-+!MA)"B9]D_T1Q.(sX%OU",0-0*1XZX-.1]];AV+7AQ;1H,*5U"-R#CX0*(@BLEOQ"=Z2Q7HYC%@8=R& M;NPLC'LL_+4KGT#9Z*PZ5- ;.M8:X6X.MN&M=T1P6'I:4!K4'+WO|)DR#WP?X MXI8O'M*>+6'#A&!B@VG+JFU9[[,TG21!$,S] M?0=0T@(E@T!_*"ILHKP6(SG#2()9/T;:8J2#&(^8LK] D9Y17$63:=R+,6DQ M)H,8V%36P)#$OJ4?A_\"TN0<*8B@DS3G^0 M4E43[Z.'2ECAEJH;OKV 3L^)X2LXE?:)MLXW/O%0T4K%ZPZL;U 3YM]XKLO# M'B!\"A!U@.@Q('D"$'> ^-@(20= (CHUPT@&L=-]HMXG+L<)9*O@6">.MVLX#6@K_@.)'|/OF AL"D=>I.#PH3*MZFO=!SC M[1<=Y]1Q1D]PQNB*,U5)-&U_IZD=%.Y#0Z2+B 9H3BX!V* M@B@9N,_L>'@\).? _HL__?J#9,1]Q6/+%S];<90365 N6P'HY_E2*J"_VU]# M]7:,R3"C;65CV> ")I[N51+$!KSL]:OP-/@TE.R7),M?DFS^0F0/RI+T94D. ML6<+A56KN+A"*RA!8{J(*Y32A=+_) S5Q5&>64HS$399,(K"U- LY_L8I_P8 MI_DS3DZWO}>,:A!K.P4D*GC+E/M*>VL_:,YM?WUDGX;C63A@$_5@&PO=V]R:W-H965T M[% ML!>T? +:)B*)*4G8RI,/O*"F*E2AR#7!Y89,2[T_RYSOFCI.=D-I] Z#)(T\S M-74V6N?GKJN2#7"]3D4.&;Y9"E$4_=P/,BEU.6.;-)^>Q. MSB:BT"G+X$X257!.Y=,EI& (W=7SG^<$|6V^T>>#.)CE=PQSTM_Q.8L]M5);, M0Z:8R(B$U=2Y\,]C?V ,RA'?&>S47IN8K2R$>#"=Z^74\H M-Q0:O42DJOPDNVIL-')(4B@M>&V,*^ LJ[H8PUBSR (WC$(:H/@E<'0>\=@ M4!L,?G:&86TP+,E46RDYO%33V42*9%F-*J91@FSM,;ML\S\G,M\2U#.SV; M%PL%/PK(-/E!BY^*?(Q!4Y;JWR:NQ@G,,#>]Q2XKL> =L:]B>T]\Z(0$7C D MW^8Q^?BA2^:J7^8VT:=DX+=ER$K_^HL_&G]";\M@1]/;W#A.AWKIBZA-L=B26 OCH,$XZ%.?711Z(R3[!Y:$Z["H>/4NXEA>EL1:O$8-K]%1 4O^)5<7-]>?;^^_7E]T,>J5 M.];M; (K%EL1:&,<-QK'=Z!W;Q&A3++8DUL)XUF \Z_\OBQ%*Q KCEZ8$E*;Z M#_ Y/KVMG@ M4=>E-<)D8ME)QFK]<&!9(7D"*KO=[O^H%OR7!"R$UH*7S0W0}4@S -^OA- #/'7.WT%P^S?X#4$L#!!0 (M !""9EFSEE[=20, ,X4 - >&POS7S]<.X:.^B/5A+0MJ8]_C M<^ZQ?4/<#BJ]XO1^3JD.E@47U3"<:UU^C*)J.J<%J5JRI,(@N50%T::K9E%5 M*DJR'D@%C[KM=A(5A(EP-!"+XK;053"5"Z&8:\)!>[V)1N&G>0J#)S<6&9T M&#Y>O/^YD/KF7>#N9Q_.SMJ/ES?!\0L+7(:15_3Z"-%6&RV4VL%8@N2X!(?4 M,>G>KK0=?FZ$'/$E],RQSUW3J#SOUWG&154$;YMVM3^ M6U[E%SN.>Z]EV7ZK[!OV>JS?VV_=Y/4IF$Q.P>1)U&3_%$RF)V"R]VK?FL>; MC-_F0D;U26CKN+5SV&JB 1QJA^%W."+S3=)@LF!<,U'WYBS+J'AVYC+RFDS, M'VL[^F9\1G.RX/JA 8?AIOV-9FQ1I,VH.UB(>M2F_16FUTF:$[7)Q41&ES0; MUUTUF!AF8!HF:MT1^YM9'*@2,*5Z)V$SQM0;$OVI 2%/_;F-Y@(M E8]D-^?!VK* MSXECV%7,&_8$XTB:8@C4HK]&DP19G00^_OW!GI(X3E,_IC?01QC"#R-.((Y M \8$L? V/;CW/HK6[ZEH\Q_,T1]02P,$% @ $()F69>*NQS $P(M L !?3T\$MP>;4#M.*2VBZD8_1!2:5K5N %(MB6/:(7->=I3W;+T!];X"O.DQQ0FE(M2S,.\,W2?S+W\PPU1>5*(Y5;&GC3Y? YVX$G1H2)8%H!%R=.B';5_':.1 M/CP:^[TYH$]-4JJ2;+V?G,Y&KEJ+1KN_C0;H6'-RMB&>UBT]R.WL8+7;BV$ M;]0H&X\O1@V7.OGX83_7S{IB!>-%Y:71,|@&ODOQZ/Y='Q;95C]YE$KZGY.D M^ZY$PAJ!92.?13U)Q@ES: /XM[!RV6C/U;RR1JE)DNY6?!?6R^C\5\#Q +OC2 M=2.>+^\X@$R2BS%,N)+6^6Z+;GX.C%L!&^^66F^^2.6%G7(Q_K*FW4A]'Z:! MLQA%H]"%8?^Y"^*E_2]A-*N5K,345&TCM-_%T0H5 +5;RXU+F.:-F"2?S5;8 M<#YP@)MZ=VX>H*)(V4L)*^Q-W>%1HNA::"=]!M^<4;(&CH]XHKK2K (,D,@ MLQ-"_I-%D#D"F9\$TD)^XDPYHV,P*!YMV6_P! M2U)?53]: M.&@W'C.A=B'6RYW8"MT*"-UN=U@?HV%.28FE\D5JL(?D"N"[$IK75FCL!6:*?[=5% MBJDA)7;#2\I=*?^;XJ9("56P;Q=.O&C#?^[Z^U!TL@P 63$ ICQGVSK@IBZ MW4/]/I6N4L:U/4MEF!$R8B- LI4UJ'-A>0V7*[NREL-5>YA], 1V@U@-;$72 MJY(S3!(9L220FH2=+7B,B3DC(W9&7)<$+CBZ>Q/#81+)B"4R4* ,,F(2R8@E M,EBI#%)B*LF(57)8L@P"8B{)B%URS'4OH#$FH>,6"^Q\H9BF&.*R8D5@V?& M^-8\QR23$TL&RXSG;!YC8I{)B3V#8O;[6FACZX2>.6>W,2;FF?S_] QP<:@L M0@.8G4V%YS+&Q(R3$QOG ',.4]:M$N&B6JQ[']=<G-@]PYB_KZ2XAXU9J"""VT'!!]#N>,29F MH8+80LA K-006PA'#,N/0KT 0NYA0[+X,X^JE?# M%9B "F(!A1|>,!7FFX+\>\&%ZTL M2\PW);%O#C"1VXD2\TU)!)M7W>C!U%ZBC_,[X8SV[HW48B6UJ&]A>@?C%5?5 MS++PL7ME5Y2A_;YJE?H,8]_T5\/K_6LT^U> /OX"4$L#!!0 (!""9EF\ M =;!X $ .P@ : >&PO7W)E;'.O=V]R:V)O;VLN>&UL+G)E;'/-VCM. MPT 4A>&M1%X D_N8\%!"14.+V(5)@^1Q)9G$,GNB4(1CD5!@^94UMCR[=_X MDV5[_I)V;=EVA[S9]GERW.\.>=%L2ND?0LC+3=JW^:;KT^%\9-4-^[:]ZD M5)K):SNL4UDTX;B[![L[ALI&;\^1F\ORV:(;G-VE"[2"%(*T?9!!D]8,<@KQ^ M4(2@6#]H!D&S^D&W$'1;/^@.@NIJ!U#T'W]OFBC%."I'6!%H+NOH M89M ;T6]E4!O1;V50&]%O95 ;T6]E4!O0!V-0&]# MO8U ;T.]C4!O&[TL(=#;4&\CT-M0;R/0VU!O{]#;4&\CT-M0;R/0VU!O(]#; M46\GT-M1;R?0VU%O)]#;46\GT-M'+[L)]';4VPGT=M3;"?1VU-L)]';4VPGT M=M3;"?2.J'=O/;K'&BK;W*7(-9=KM_CKV=\K'!A M'P*D#PG2AP+I(P/I8PC2QRU('W<@?=R#],$'*(V@B,I12.4HIG(45#F*JAR% M58[B*D>!E:/(*E!D%2BR"A19!8JL D56@2*K0)%5H,@J4&0$*+)*%%DEBJP2 M15:)(JM$D56BR"I19)4HLDH4626*K I%5H4BJT*15:'(JE!D52BR*A19%8JL M"D56A2)KAB)KAB)KAB)KAB)KAB)K[I^ROANS_,L7Z.TUK779'/)9]Y7"Y!-0 M2P$"% ,4 " 0@F99!T%-8H$ "Q $ @ $ M9&|C4')O<',O87!P+GAM;%!+ 0(4 Q0 (!""9EF5$#XM[0 "L" 1 M " :\ !D;V-0&UL4$L! A0#% @ $()F65-LRM$^!@ IR, !@ M ("!# @ 'AL+W=O+[!?D < *TC 8 " @8 . !X;"]W;W)K&PO=V]R:W-H965T&UL4$L! A0# M% @ $()F62Q%\)P)5!@ Q!X !@ ("!E!H 'AL+W=O MR6G(: H?0$ & @('() M>&PO=V]R:W-H965T&UL4$L! A0#% @ $()F6:QIFK-Z M!P MA\ !@ ("!<#\ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ $()F65VN\:P:!0 1@X !D M ("!P5P 'AL+W=O&PO=V]R:W-H M965T&UL4$L! M A0#% @ $()F60!6NE)"0 I1P !D ("!?&\ 'AL M+W=O >&PO=V]R:W-H965T&UL4$L! A0#% @ $()F M6794$ST: P (@< !D ("!-H$ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ $()F61"1C%?[P ?@H M !D ("!>1 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ $()F64'K0H-8!P "CD !D M ("!NYL 'AL+W=O&PO=V]R:W-H965T M&UL4$L! A0# M% @ $()F6>-%[=4T! H H !D ("!Z;@ 'AL+W=O M7E.T" != M!@ &0 @(%4O0 >&PO=V]R:W-H965T&UL4$L! A0#% @ $()F6>_^ M%%#0 @ , 8 !D ("!=\< 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ $()F62)8[M@!0 ,20 !D M ("!Z]('AL+W=O&PO M=V]R:W-H965T&UL4$L! A0#% @ $()F62#RM(9^ P 5 \ !D ("! ML>$ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% M @ $()F61S0#I?G @ ;@D !D ("!Z>T 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ $()F62NIV\PK M P OPL !D ("!#O@ 'AL+W=O&PO=V]R:W-H965TNP9P00 *\? 9 " @;@& 0!X;"]W;W)K&UL4$L! A0#% @ $()F63>3+#1_ @ F@4 !D M ("!L L! 'AL+W=O&PO=V]R M:W-H965T&UL M4$L! A0#% @ $()F68-Y7L;H!0 J#0 !D ("!L!&PO=V]R:W-H965T&UL4$L! A0#% @ M$()F62$DK5MC! >AD !D ("!0B,! 'AL+W=O1P &0 M @('<)P$ >&PO=V]R:W-H965T&UL4$L! A0#% @ $()F6<#HU,!0 P MXPH !D ("!<#,! 'AL+W=OOEAA# ,"@ &0 @('W M-@$ >&PO=V]R:W-H965T&UL4$L! A0#% @ $()F67/G-CS(P B!(!D M ("!\CP! 'AL+W=OW4D# #.% #0 @ 'Q0 $ >&PO ! #L(&@ @ 'B20$ >&PO7W)E;'.O=V]R M:V)O;VLN>&UL+G)E;'-02P$"% ,4 " 0@F99%-1QY- ! "M($P M @ 'Z2P$ 6T-O;G1E;G1?5'EP97-=+GAM;%!+!08 /P _+ # 1 #[30$! end XML 70 Show.js IDEA: XBRL DOCUMENT // Edgar(tm) Renderer was created by staff of the U.S. Securities and Exchange Commission. Data and content created by government employees within the scope of their employment are not subject to domestic copyright protection. 17 U.S.C. 105. var Show={};Show.LastAR=null,Show.showAR=function(a,r,w){if(Show.LastAR)Show.hideAR();var e=a;while(e&&e.nodeName!='TABLE')e=e.nextSibling;if(!e||e.nodeName!='TABLE'){var ref=((window)?w.document:document).getElementById(r);if(ref){e=ref.cloneNode(!0); e.removeAttribute('id');a.parentNode.appendChild(e)}} if(e)e.style.display='block';Show.LastAR=e};Show.hideAR=function(){Show.LastAR.style.display='none'};Show.toggleNext=function(a){var e=a;while(e.nodeName!='DIV')e=e.nextSibling;if(!e.style){}else if(!e.style.display){}else{var d,p_;if(e.style.display=='none'){d='block';p='-'}else{d='none';p='+'} e.style.display=d;if(a.textContent) {a.textContent=p+a.textContent.substring(1)}else{a.innerText=p+a.innerText.substring(1)}}} XML 71 report.css IDEA: XBRL DOCUMENT /* Updated 2009-11-04 */ /* v2.2.0.24 */ /* DefRef Styles */ .report table.authRefData{ background-color: #def; border: 2px solid #2F4497; font-size: 1em; position: absolute; } .report table.authRefData a { display: block; font-weight: bold; } .report table.authRefData p { margin-top: 0px; } .report table.authRefData .hide { background-color: #2F4497; padding: 1px 3px 0px 0px; text-align: right; } .report table.authRefData .hide a:hover { background-color: #2F4497; } .report table.authRefData .body { height: 150px; overflow: auto; width: 400px; } .report table.authRefData table{ font-size: 1em; } /* Report Styles */ .pl a, .pl a:visited { color: black; text-decoration: none; } /* table */ .report { background-color: white; border: 2px solid #acf; clear: both; color: black; font: normal 8pt Helvetica, Arial, san-serif; margin-bottom: 2em; } .report hr { border: 1px solid #acf; } /* Top labels */ .report th { background-color: #acf; color: black; font-weight: bold; text-align: center; } .report th.void { background-color: transparent; color: #000000; font: bold 10pt Helvetica, Arial, san-serif; text-align: left; } .report .pl { text-align: left; vertical-align: top; white-space: normal; width: 200px; white-space: normal; /* word-wrap: break-word; */ } .report td.pl a.a { cursor: pointer; display: block; width: 200px; overflow: hidden; } .report td.pl div.a { width: 200px; } .report td.pl a:hover { background-color: #ffc; } /* Header rows... */ .report tr.rh { background-color: #acf; color: black; font-weight: bold; } /* Calendars... */ .report .rc { background-color: #f0f0f0; } /* Even rows... */ .report .re, .report .reu { background-color: #def; } .report .reu td { border-bottom: 1px solid black; } /* Odd rows... */ .report .ro, .report .rou { background-color: white; } .report .rou td { border-bottom: 1px solid black; } .report .reu table td, .report .reu table td { border-bottom: 0px solid black; } /* styles for footnote marker */ .report .fn { white-space: nowrap; } /* styles for numeric types */ .report .num, .report .nump { text-align: right; white-space: nowrap; } .report .nump { padding-left: 2em; } .report .nump { padding: 0px 0.4em 0px 2em; } /* styles for text types */ .report .text { text-align: left; white-space: normal; } .report .text .big { margin-bottom: 1em; width: 17em; } .report .text .more { display: none; } .report .text .note { font-style: italic; font-weight: bold; } .report .text .small { width: 10em; } .report sup { font-style: italic; } .report .outerFootnotes { font-size: 1em; } XML 73 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.3 html 252 296 1 false 55 0 false 9 false false R1.htm 0000001 - Document - Cover Sheet http://www.ziprecruiter.com/role/Cover Cover Cover 1 false false R2.htm 9952151 - Statement - Condensed Consolidated Balance Sheets Sheet http://www.ziprecruiter.com/role/CondensedConsolidatedBalanceSheets Condensed Consolidated Balance Sheets Statements 2 false false R3.htm 9952152 - Statement - Condensed Consolidated Balance Sheets (Parenthetical) Sheet http://www.ziprecruiter.com/role/CondensedConsolidatedBalanceSheetsParenthetical Condensed Consolidated Balance Sheets (Parenthetical) Statements 3 false false R4.htm 9952153 - Statement - Condensed Consolidated Statements of Operations Sheet http://www.ziprecruiter.com/role/CondensedConsolidatedStatementsofOperations Condensed Consolidated Statements of Operations Statements 4 false false R5.htm 9952154 - Statement - Condensed Consolidated Statements of Comprehensive Income (Loss) Sheet http://www.ziprecruiter.com/role/CondensedConsolidatedStatementsofComprehensiveIncomeLoss Condensed Consolidated Statements of Comprehensive Income (Loss) Statements 5 false false R6.htm 9952155 - Statement - Condensed Consolidated Statements of Changes in Stockholders' Equity (Deficit) Sheet http://www.ziprecruiter.com/role/CondensedConsolidatedStatementsofChangesinStockholdersEquityDeficit Condensed Consolidated Statements of Changes in Stockholders' Equity (Deficit) Statements 6 false false R7.htm 9952156 - Statement - Condensed Consolidated Statements of Cash Flows Sheet http://www.ziprecruiter.com/role/CondensedConsolidatedStatementsofCashFlows Condensed Consolidated Statements of Cash Flows Statements 7 false false R8.htm 9952157 - Disclosure - Organization and Description of Business Sheet http://www.ziprecruiter.com/role/OrganizationandDescriptionofBusiness Organization and Description of Business Notes 8 false false R9.htm 9952158 - Disclosure - Basis of Presentation, Principles of Consolidation, and Summary of Significant Accounting Policies Sheet http://www.ziprecruiter.com/role/BasisofPresentationPrinciplesofConsolidationandSummaryofSignificantAccountingPolicies Basis of Presentation, Principles of Consolidation, and Summary of Significant Accounting Policies Notes 9 false false R10.htm 9952159 - Disclosure - Net Income (Loss) Per Share Sheet http://www.ziprecruiter.com/role/NetIncomeLossPerShare Net Income (Loss) Per Share Notes 10 false false R11.htm 9952160 - Disclosure - Acquisitions Sheet http://www.ziprecruiter.com/role/Acquisitions Acquisitions Notes 11 false false R12.htm 9952161 - Disclosure - Revenue Information Sheet http://www.ziprecruiter.com/role/RevenueInformation Revenue Information Notes 12 false false R13.htm 9952162 - Disclosure - Financial Instruments Sheet http://www.ziprecruiter.com/role/FinancialInstruments Financial Instruments Notes 13 false false R14.htm 9952163 - Disclosure - Accrued Expenses Sheet http://www.ziprecruiter.com/role/AccruedExpenses Accrued Expenses Notes 14 false false R15.htm 9952164 - Disclosure - Debt Sheet http://www.ziprecruiter.com/role/Debt

Debt Notes 15 false false R16.htm 9952165 - Disclosure - Commitment and Contingencies Sheet http://www.ziprecruiter.com/role/CommitmentandContingencies Commitment and Contingencies Notes 16 false false R17.htm 9952166 - Disclosure - Share Repurchase Program Sheet http://www.ziprecruiter.com/role/ShareRepurchaseProgram Share Repurchase Program Notes 17 false false R18.htm 9952167 - Disclosure - Stock-Based Compensation Sheet http://www.ziprecruiter.com/role/StockBasedCompensation Stock-Based Compensation Notes 18 false false R19.htm 9952168 - Disclosure - Income Taxes Sheet http://www.ziprecruiter.com/role/IncomeTaxes Income Taxes Notes 19 false false R20.htm 9952169 - Disclosure - Subsequent Events Sheet http://www.ziprecruiter.com/role/SubsequentEvents Subsequent Events Notes 20 false false R21.htm 995410 - Disclosure - Pay vs Performance Disclosure Sheet http://xbrl.sec.gov/ecd/role/PvpDisclosure Pay vs Performance Disclosure Notes 21 false false R22.htm 995445 - Disclosure - Insider Trading Arrangements Sheet http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements Insider Trading Arrangements Notes 22 false false R23.htm 9954471 - Disclosure - Basis of Presentation, Principles of Consolidation, and Summary of Significant Accounting Policies (Policies) Sheet http://www.ziprecruiter.com/role/BasisofPresentationPrinciplesofConsolidationandSummaryofSignificantAccountingPoliciesPolicies Basis of Presentation, Principles of Consolidation, and Summary of Significant Accounting Policies (Policies) Policies http://www.ziprecruiter.com/role/BasisofPresentationPrinciplesofConsolidationandSummaryofSignificantAccountingPolicies 23 false false R24.htm 9954472 - Disclosure - Net Income (Loss) Per Share (Tables) Sheet http://www.ziprecruiter.com/role/NetIncomeLossPerShareTables Net Income (Loss) Per Share (Tables) Tables http://www.ziprecruiter.com/role/NetIncomeLossPerShare 24 false false R25.htm 9954473 - Disclosure - Acquisitions (Tables) Sheet http://www.ziprecruiter.com/role/AcquisitionsTables Acquisitions (Tables) Tables http://www.ziprecruiter.com/role/Acquisitions 25 false false R26.htm 9954474 - Disclosure - Revenue Information (Tables) Sheet http://www.ziprecruiter.com/role/RevenueInformationTables Revenue Information (Tables) Tables http://www.ziprecruiter.com/role/RevenueInformation 26 false false R27.htm 9954475 - 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Disclosure - Stock-Based Compensation - Schedule of Stock Option Activity (Details)", "shortName": "Stock-Based Compensation - Schedule of Stock Option Activity (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "51", "firstAnchor": { "contextRef": "c-223", "name": "us-gaap:ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber", "unitRef": "shares", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:ScheduleOfStockOptionsRollForwardTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "zip-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-223", "name": "us-gaap:ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber", "unitRef": "shares", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:ScheduleOfStockOptionsRollForwardTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "zip-20240930.htm", "first": true, "unique": true } }, "R52": { "role": "http://www.ziprecruiter.com/role/StockBasedCompensationScheduleofRSUActivityDetails", "longName": "9954500 - 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These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_AcceleratedShareRepurchasesTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AcceleratedShareRepurchasesTable", "presentation": ["http://www.ziprecruiter.com/role/ShareRepurchaseProgramDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accelerated Share Repurchases [Table]", "label": "Accelerated Share Repurchases [Table]", "documentation": "Disclosure of information about accelerated share repurchase (ASR) program." } } }, "auth_ref": ["r110"] }, "us-gaap_AccountsPayableAndAccruedLiabilitiesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsPayableAndAccruedLiabilitiesDisclosureTextBlock", "presentation": ["http://www.ziprecruiter.com/role/AccruedExpenses"], "lang": { "en-us": { "role": { "terseLabel": "Accrued Expenses", "label": "Accounts Payable and Accrued Liabilities Disclosure [Text Block]", "documentation": "The entire disclosure for accounts payable and accrued liabilities at the end of the reporting period." } } }, "auth_ref": ["r64", "r67", "r72", "r1022"] }, "us-gaap_AccountsPayableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsPayableCurrent", "crdr": "credit", "calculation": { "http://www.ziprecruiter.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://www.ziprecruiter.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Accounts payable", "label": "Accounts Payable, Current", "documentation": "Carrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. 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"http://www.ziprecruiter.com/role/BasisofPresentationPrinciplesofConsolidationandSummaryofSignificantAccountingPoliciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accounts Receivable", "label": "Accounts Receivable [Member]", "documentation": "Due from customers or clients for goods or services that have been delivered or sold." } } }, "auth_ref": ["r741"] }, "us-gaap_AccountsReceivableNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableNetCurrent", "crdr": "debit", "calculation": { "http://www.ziprecruiter.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.ziprecruiter.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Accounts receivable, net of allowances of $2,264 and $3,859 at September\u00a030, 2024 and December\u00a031, 2023, respectively", "label": "Accounts Receivable, after Allowance for Credit Loss, Current", "documentation": "Amount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current." } } }, "auth_ref": ["r953"] }, "us-gaap_AccretionAmortizationOfDiscountsAndPremiumsInvestments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccretionAmortizationOfDiscountsAndPremiumsInvestments", "crdr": "credit", "calculation": {
"http://www.ziprecruiter.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 17.0 } }, "presentation": ["http://www.ziprecruiter.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Amortization and accretion of marketable securities", "label": "Accretion (Amortization) of Discounts and Premiums, Investments", "documentation": "The sum of the periodic adjustments of the differences between securities' face values and purchase prices that are charged against earnings. This is called accretion if the security was purchased at a discount and amortization if it was purchased at premium. As a noncash item, this element is an adjustment to net income when calculating cash provided by or used in operations using the indirect method." } } }, "auth_ref": ["r97"] }, "us-gaap_AccruedBonusesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedBonusesCurrent", "crdr": "credit", "calculation": { "http://www.ziprecruiter.com/role/AccruedExpensesDetails": { "parentTag": "us-gaap_AccruedLiabilitiesCurrent", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.ziprecruiter.com/role/AccruedExpensesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accrued compensation and benefits", "label": "Accrued Bonuses, Current", "documentation": "Carrying value as of the balance sheet date of obligations incurred and payable for incentive compensation awarded to employees and directors or earned by them based on the terms of one or more relevant arrangements. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r67"] }, "zip_AccruedEmployeeStockPurchasePlanContributionsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://www.ziprecruiter.com/20240930", "localname": "AccruedEmployeeStockPurchasePlanContributionsCurrent", "crdr": "credit", "presentation": [
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Excludes amount capitalized." } } }, "auth_ref": ["r454", "r459"] }, "us-gaap_AllowanceForDoubtfulAccountsReceivableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AllowanceForDoubtfulAccountsReceivableCurrent", "crdr": "credit", "presentation": ["http://www.ziprecruiter.com/role/CondensedConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Accounts receivable, allowance for credit loss, current", "label": "Accounts Receivable, Allowance for Credit Loss, Current", "documentation": "Amount of allowance for credit loss on accounts receivable, classified as current." } } }, "auth_ref": ["r182", "r264", "r302"] }, "dei_AmendmentFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "AmendmentFlag", "presentation": ["http://www.ziprecruiter.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Amendment Flag", "label": "Amendment Flag", "documentation": "Boolean flag that is true when the XBRL content amends previously-filed or accepted submission." } } }, "auth_ref": [] }, "us-gaap_AmortizationOfFinancingCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AmortizationOfFinancingCosts", "crdr": "debit", "presentation": ["http://www.ziprecruiter.com/role/DebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "Amortization of issuance costs for credit facility", "label": "Amortization of Debt Issuance Costs", "documentation": "Amount of amortization expense attributable to debt issuance costs." } } }, "auth_ref": ["r91", "r383", "r936", "r1035"] }, "us-gaap_AmortizationOfIntangibleAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AmortizationOfIntangibleAssets", "crdr": "debit", "presentation": ["http://www.ziprecruiter.com/role/AcquisitionsNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Amortization expense", "label": "Amortization of Intangible Assets", "documentation": "The aggregate expense charged against earnings to allocate the cost of intangible assets (nonphysical assets not used in production) in a systematic and rational manner to the periods expected to benefit from such assets. As a noncash expense, this element is added back to net income when calculating cash provided by or used in operations using the indirect method." } } }, "auth_ref": ["r8", "r324", "r331", "r769"] }, "zip_AmyGarefisMember": { "xbrltype": "domainItemType", "nsuri": "http://www.ziprecruiter.com/20240930", "localname": "AmyGarefisMember", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Amy Garefis [Member]", "documentation": "Amy Garefis" } } }, "auth_ref": [] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "presentation": ["http://www.ziprecruiter.com/role/NetIncomeLossPerShareNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Total shares excluded from diluted net income per share (in shares)", "label": "Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount", "documentation": "Securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented." } } }, "auth_ref": ["r234"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems", "presentation": ["http://www.ziprecruiter.com/role/NetIncomeLossPerShareNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]", "label": "Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r957"] }, "us-gaap_AvailableForSaleSecuritiesDebtMaturitiesWithinOneYearAmortizedCost": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AvailableForSaleSecuritiesDebtMaturitiesWithinOneYearAmortizedCost", "crdr": "debit", "calculation": { "http://www.ziprecruiter.com/role/FinancialInstrumentsScheduleofAvailableforsaleDebtSecuritiesbyContractualMaturityDetails": { "parentTag": "us-gaap_AvailableForSaleSecuritiesDebtSecurities", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.ziprecruiter.com/role/FinancialInstrumentsScheduleofAvailableforsaleDebtSecuritiesbyContractualMaturityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Due within 1 year", "label": "Debt Securities, Available-for-Sale, Amortized Cost, Maturity, Allocated and Single Maturity Date, Year One", "documentation": "Amortized

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Certificates of deposit (CD) are typically Federal Deposit Insurance Corporation (FDIC) insured." } } }, "auth_ref": ["r10", "r824", "r825", "r826", "r827"] }, "ecd_ChangedPeerGroupFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChangedPeerGroupFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Changed Peer Group, Footnote", "label": "Changed Peer Group, Footnote [Text Block]" } } }, "auth_ref": ["r878"] }, "srt_ChiefExecutiveOfficerMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ChiefExecutiveOfficerMember", "presentation": ["http://www.ziprecruiter.com/role/NetIncomeLossPerShareNarrativeDetails", "http://www.ziprecruiter.com/role/StockBasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Chief Executive Officer", "label": "Chief Executive Officer [Member]", "documentation": "Person with designation of chief executive officer." } } }, "auth_ref": ["r952"] }, "ecd_ChngInFrValAsOfVstngDtOfPrrYrEqtyAwrdsVstdInCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChngInFrValAsOfVstngDtOfPrrYrEqtyAwrdsVstdInCvrdYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year", "label": "Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member]" } } }, "auth_ref": ["r875"] }, "ecd_ChngInFrValOfOutsdngAndUnvstdEqtyAwrdsGrntdInPrrYrsMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChngInFrValOfOutsdngAndUnvstdEqtyAwrdsGrntdInPrrYrsMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested", "label": "Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member]" } } }, "auth_ref": ["r873"] }, "dei_CityAreaCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CityAreaCode", "presentation": ["http://www.ziprecruiter.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "City Area Code", "label": "City Area Code", "documentation": "Area code of city" } } }, "auth_ref": [] }, "us-gaap_ClassOfStockDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfStockDomain", "presentation": ["http://www.ziprecruiter.com/role/CondensedConsolidatedBalanceSheets", "http://www.ziprecruiter.com/role/CondensedConsolidatedBalanceSheetsParenthetical", "http://www.ziprecruiter.com/role/CondensedConsolidatedStatementsofChangesinStockholdersEquityDeficit", "http://www.ziprecruiter.com/role/Cover", "http://www.ziprecruiter.com/role/ShareRepurchaseProgramDetails", "http://www.ziprecruiter.com/role/StockBasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Class of Stock [Domain]", "label": "Class of Stock [Domain]", "documentation": "Share of stock differentiated by the voting rights the holder receives. Examples include, but are not limited to, common stock, redeemable preferred stock, nonredeemable preferred stock, and convertible stock." } } }, "auth_ref": ["r147", "r178", "r179", "r180", "r203", "r224", "r228", "r231", "r233", "r240", "r241", "r299", "r352", "r354", "r355", "r356", "r359", "r360", "r391", "r392", "r394", "r395", "r397", "r526", "r658", "r659", "r660", "r661", "r664", "r665", "r666", "r667", "r668", "r669", "r670", "r671", "r672", "r673", "r674", "r675", "r687", "r708", "r726", "r735", "r736", "r737", "r738", "r739", "r917", "r937", "r946"] }, "us-gaap_ClassOfStockLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfStockLineItems", "presentation": ["http://www.ziprecruiter.com/role/BasisofPresentationPrinciplesofConsolidationandSummaryofSignificantAccountingPoliciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Class of Stock [Line Items]", "label": "Class of Stock [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r178", "r179", "r180", "r240", "r391", "r392", "r393", "r394", "r395", "r396", "r397", "r658", "r659", "r660", "r661", "r775", "r917", "r937"] }, "ecd_CoSelectedMeasureAmt": { "xbrltype": "decimalItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CoSelectedMeasureAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Company Selected Measure Amount", "label": "Company Selected Measure Amount" } } }, "auth_ref": ["r879"] }, "ecd_CoSelectedMeasureName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CoSelectedMeasureName", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Company Selected Measure Name", "label": "Company Selected Measure Name" } } }, 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These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury." } } }, "auth_ref": ["r76"] }, "us-gaap_CommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesOutstanding", "presentation": ["http://www.ziprecruiter.com/role/CondensedConsolidatedBalanceSheetsParenthetical", "http://www.ziprecruiter.com/role/CondensedConsolidatedStatementsofChangesinStockholdersEquityDeficit"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, outstanding (in shares)", "periodStartLabel": "Beginning balance (in shares)", "periodEndLabel": "Ending balance (in shares)", "label": "Common Stock, Shares, Outstanding", "documentation": "Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation." } } }, "auth_ref": ["r13", "r76", "r687", "r705", "r1079", "r1080"] }, "us-gaap_CommonStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockValue", "crdr": "credit", "calculation": { "http://www.ziprecruiter.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.ziprecruiter.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Common stock", "label": "Common Stock, Value, Issued", "documentation": "Aggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": ["r76", "r621", "r802"] }, "ecd_CompActuallyPaidVsCoSelectedMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsCoSelectedMeasureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Company Selected Measure", "label": "Compensation Actually Paid vs. Company Selected Measure [Text Block]" } } }, "auth_ref": ["r884"] }, "ecd_CompActuallyPaidVsNetIncomeTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsNetIncomeTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Net Income", "label": "Compensation Actually Paid vs. Net Income [Text Block]" } } }, "auth_ref": ["r883"] }, "ecd_CompActuallyPaidVsOtherMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsOtherMeasureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Other Measure", "label": "Compensation Actually Paid vs. Other Measure [Text Block]" } } }, "auth_ref": ["r885"] }, "ecd_CompActuallyPaidVsTotalShareholderRtnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsTotalShareholderRtnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Total Shareholder Return", "label": "Compensation Actually Paid vs. Total Shareholder Return [Text Block]" } } }, "auth_ref": ["r882"] }, "us-gaap_ComprehensiveIncomeNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComprehensiveIncomeNetOfTax", "crdr": "credit", "calculation": { "http://www.ziprecruiter.com/role/CondensedConsolidatedStatementsofComprehensiveIncomeLoss": { "parentTag": null, "weight": null,

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"http://www.ziprecruiter.com/role/FinancialInstrumentsScheduleofAmortizedCostUnrealizedGainsandLossesandFairValueDetails",
"http://www.ziprecruiter.com/role/FinancialInstrumentsScheduleofAvailableforsaleDebtSecuritiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Corporate notes and obligations", "label": "Corporate Notes and Obligations [Member]", "documentation": "Corporate Notes and Obligations" } } }, "auth_ref": [] }, "us-gaap_CostOfGoodsAndServicesSold": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CostOfGoodsAndServicesSold", "crdr": "debit", "calculation": { "http://www.ziprecruiter.com/role/CondensedConsolidatedStatementsofOperations": { "parentTag": "us-gaap_GrossProfit", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://www.ziprecruiter.com/role/CondensedConsolidatedStatementsofOperations"], "lang": { "en-us": { "role": { "terseLabel": "Cost of revenue", "label": "Cost of Goods and Services Sold", "documentation": "The aggregate costs related to goods produced and sold and services rendered by an entity during the reporting period. This excludes costs incurred during the reporting period related to financial services rendered and other revenue generating activities." } } }, "auth_ref": ["r85", "r86", "r577"] }, "us-gaap_CostOfSalesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CostOfSalesMember", "presentation": ["http://www.ziprecruiter.com/role/StockBasedCompensationScheduleofTotalStockBasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cost of revenue", "label": "Cost of Sales [Member]", "documentation": "Primary financial statement caption encompassing cost of sales." } } }, "auth_ref": [] }, "dei_CoverAbstract": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CoverAbstract", "lang": { "en-us": { "role": { "label": "Cover [Abstract]", "documentation": "Cover page." } } }, "auth_ref": [] }, "us-gaap_CreditFacilityAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CreditFacilityAxis", "presentation": ["http://www.ziprecruiter.com/role/DebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "Credit Facility [Axis]", "label": "Credit Facility [Axis]", "documentation": "Information by type of credit facility. Credit facilities provide capital to borrowers without the need to structure a loan for each borrowing." } } }, "auth_ref": ["r351", "r987"] }, "us-gaap_CreditFacilityDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CreditFacilityDomain", "presentation": ["http://www.ziprecruiter.com/role/DebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "Credit Facility [Domain]", "label": "Credit Facility [Domain]", "documentation": "Type of credit facility. Credit facilities provide capital to borrowers without the need to structure a loan for each borrowing." } } }, "auth_ref": ["r351", "r987", "r988"] }, "dei_CurrentFiscalYearEndDate": { "xbrltype": "gMonthDayItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CurrentFiscalYearEndDate", "presentation": ["http://www.ziprecruiter.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Current Fiscal Year End Date", "label": "Current Fiscal Year End Date", "documentation": "End date of current fiscal year in the format --MM-DD." } } }, "auth_ref": [] }, "us-gaap_CustomerConcentrationRiskMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CustomerConcentrationRiskMember", "presentation": [
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"r381", "r382", "r383", "r770", "r771", "r772", "r773", "r774", "r801", "r938", "r981", "r982", "r983", "r1034", "r1036"] }, "us-gaap_DebtInstrumentFaceAmount": {
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borrowings, including draws against credit facilities." } } }, "auth_ref": ["r15", "r205", "r362", "r363", "r364", "r365", "r366", "r368", "r373", "r374", "r375", "r376", "r378",
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These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r224", "r228", "r231"] }, "us-gaap_EarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareTextBlock", "presentation": ["http://www.ziprecruiter.com/role/NetIncomeLossPerShare"], "lang": { "en-us": { "role": { "terseLabel": "Net Income (Loss) Per Share", "label": "Earnings Per Share [Text Block]", "documentation": "The entire disclosure for earnings per share." } } }, "auth_ref": ["r220", "r234", "r235", "r236"] }, "us-gaap_EffectiveIncomeTaxRateContinuingOperations": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectiveIncomeTaxRateContinuingOperations", "presentation": ["http://www.ziprecruiter.com/role/IncomeTaxesScheduleofEstimatedAnnualEffectiveIncomeTaxRateDetails"], "lang": { "en-us": { "role": { "terseLabel": "Effective tax rate", "label": "Effective Income Tax Rate Reconciliation, Percent", "documentation": "Percentage of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations." } } }, "auth_ref": ["r465", "r789"] }, "us-gaap_EffectiveIncomeTaxRateReconciliationAtFederalStatutoryIncomeTaxRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectiveIncomeTaxRateReconciliationAtFederalStatutoryIncomeTaxRate", "presentation": ["http://www.ziprecruiter.com/role/IncomeTaxesNarrativeDetails", "http://www.ziprecruiter.com/role/IncomeTaxesScheduleofEstimatedAnnualEffectiveIncomeTaxRateDetails"], "lang": { "en-us": { "role": { "terseLabel": "Statutory federal income tax rate", "label": "Effective Income Tax Rate Reconciliation, at Federal Statutory Income Tax Rate, Percent", "documentation": "Percentage of domestic federal statutory tax rate applicable to pretax income (loss)." } } }, "auth_ref": ["r204", "r465", "r474", "r789"] }, "us-gaap_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsLineItems", "presentation": ["http://www.ziprecruiter.com/role/StockBasedCompensationScheduleofTotalStockBasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]", "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1", "presentation": ["http://www.ziprecruiter.com/role/StockBasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Stock based compensation, weighted average period of recognition", "label": "Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition", "documentation": "Weighted-average period over which cost not yet recognized is expected to be recognized for award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for

example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r457"] }, "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedShareBasedAwardsOtherThanOptions": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedShareBasedAwardsOtherThanOptions", "crdr": "debit", "presentation": ["http://www.ziprecruiter.com/role/StockBasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Unrecognized stock based compensation expense", "label": "Share-Based Payment Arrangement, Nonvested Award, Excluding Option, Cost Not yet Recognized, Amount", "documentation": "Amount of cost to be recognized for nonvested award under share-based payment arrangement. Excludes share and unit options." } } }, "auth_ref": ["r1021"] }, "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedStockOptions": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedStockOptions", "crdr": "debit", "presentation": ["http://www.ziprecruiter.com/role/StockBasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Total remaining stock-based compensation expense for unvested stock options", "label": "Share-Based Payment Arrangement, Nonvested Award, Option, Cost Not yet Recognized, Amount", "documentation": "Amount of cost to be recognized for option under share-based payment arrangement." } } }, "auth_ref": ["r1021"] }, "us-gaap_EmployeeStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeStockMember", "presentation": ["http://www.ziprecruiter.com/role/NetIncomeLossPerShareScheduleofEarningsPerShareDilutedDetails", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Employee stock purchase plan", "label": "Employee Stock [Member]", "documentation": "An Employee Stock Purchase Plan is a tax-efficient means by which employees of a corporation can purchase the corporation's stock." } } }, "auth_ref": [] }, "us-gaap_EmployeeStockOptionMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeStockOptionMember", "presentation": ["http://www.ziprecruiter.com/role/NetIncomeLossPerShareScheduleofEarningsPerShareDilutedDetails", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "verboseLabel": "Options to purchase common stock", "terseLabel": "Employee Stock Option", "label": "Share-Based Payment Arrangement, Option [Member]", "documentation": "Share-based payment arrangement granting right, subject to vesting and other restrictions, to purchase or sell certain number of shares at predetermined price for specified period of time." } } }, "auth_ref": [] }, "us-gaap_EmployeeStockOwnershipPlanESOPPolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeStockOwnershipPlanESOPPolicy", "presentation": ["http://www.ziprecruiter.com/role/BasisofPresentationPrinciplesofConsolidationandSummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Share Repurchase Program", "label": "Employee Stock Ownership Plan (ESOP), Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for ESOP transactions, including the method of measuring compensation, the classification of dividends on ESOP shares, and the treatment of ESOP shares for EPS computations. If the employer has both old ESOP shares for which it does not adopt new guidance and new ESOP shares for which new guidance is required, these disclosures are required for both blocks of shares." } } }, "auth_ref": ["r49"] }, "zip_EmployeeStockPurchasePlanMember": { "xbrltype": "domainItemType", "nsuri": "http://www.ziprecruiter.com/20240930", "localname": "EmployeeStockPurchasePlanMember", "presentation": ["http://www.ziprecruiter.com/role/StockBasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "ESPP", "label": "Employee Stock Purchase Plan [Member]", "documentation": "Employee Stock Purchase Plan" } } }, "auth_ref": [] }, "dei_EntityAddressAddressLine1": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressAddressLine1", "presentation": ["http://www.ziprecruiter.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Address, Address Line One", "label": "Entity Address, Address Line One", "documentation": "Address Line 1 such as Attn, Building Name, Street Name" } } }, "auth_ref": [] }, "dei_EntityAddressCityOrTown": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressCityOrTown", "presentation": ["http://www.ziprecruiter.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Address, City or Town", "label": "Entity Address, City or Town", "documentation": "Name of the City or Town" } } }, "auth_ref": [] }, "dei_EntityAddressPostalZipCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressPostalZipCode", "presentation": ["http://www.ziprecruiter.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Address, Postal Zip Code", "label": "Entity Address, Postal Zip Code", "documentation": "Code for the postal or zip code" } } }, "auth_ref": [] }, "dei_EntityAddressStateOrProvince": { "xbrltype": "stateOrProvinceItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressStateOrProvince", "presentation": ["http://www.ziprecruiter.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Address, State or Province", "label": "Entity Address, State or Province", "documentation": "Name of the state or province." } } }, "auth_ref": [] }, "dei_EntityCentralIndexKey": { "xbrltype": "centralIndexKeyItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCentralIndexKey", "presentation": ["http://www.ziprecruiter.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Central Index Key", "label": "Entity Central Index Key", "documentation": "A unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK." } } }, "auth_ref": ["r832"] }, "dei_EntityCommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCommonStockSharesOutstanding", "presentation": ["http://www.ziprecruiter.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Common Stock, Shares Outstanding", "label": "Entity Common Stock, Shares Outstanding", "documentation": "Indicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": ["http://www.ziprecruiter.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Current Reporting Status", "label": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": ["http://www.ziprecruiter.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Emerging Growth Company", "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": ["r832"] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": ["http://www.ziprecruiter.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity File Number", "label": "Entity File Number", "documentation": "Commission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen." } } }, "auth_ref": [] }, "dei_EntityFilerCategory": { "xbrltype": "filerCategoryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFilerCategory", "presentation": ["http://www.ziprecruiter.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Filer Category", "label": "Entity Filer Category", "documentation": "Indicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": ["r832"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": ["http://www.ziprecruiter.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Incorporation, State or Country Code", "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [] }, "dei_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": ["http://www.ziprecruiter.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Interactive Data Current", "label": "Entity Interactive Data Current", 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"r664", "r726"] }, "zip_EquityIncentivePlan2021Member": { "xbrltype": "domainItemType", "nsuri": "http://www.ziprecruiter.com/20240930", "localname": "EquityIncentivePlan2021Member", "presentation": ["http://www.ziprecruiter.com/role/StockBasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Equity Incentive Plan 2021", "label": "Equity Incentive Plan 2021 [Member]", "documentation": "Equity Incentive Plan 2021" } } }, "auth_ref": [] }, "zip_EquityIncentivePlans201220142021Member": { "xbrltype": "domainItemType", "nsuri": "http://www.ziprecruiter.com/20240930", "localname": "EquityIncentivePlans201220142021Member", "presentation": ["http://www.ziprecruiter.com/role/StockBasedCompensationScheduleofStockOptionActivityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Equity Incentive Plans, 2012, 2014, 2021", "label": "Equity Incentive Plans, 2012, 2014, 2021 [Member]", "documentation": "Equity Incentive Plans, 2012, 2014, 2021" } } }, "auth_ref": [] }, 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Such disclosures about the financial instruments, assets, and liabilities would include: (1) the fair value of the required items together with their carrying amounts (as appropriate); (2) for items for which it is not practicable to estimate fair value, disclosure would include: (a) information pertinent to estimating fair value (including, carrying amount, effective interest rate, and maturity, and (b) the reasons why it is not practicable to estimate fair value; (3) significant concentrations of credit risk including: (a) information about the activity, region, or economic characteristics identifying a concentration, (b) the maximum amount of loss the entity is exposed to based on the gross fair value of the related item, (c) policy for requiring collateral or other security and information as to accessing such collateral or security, and (d) the nature and brief description of such collateral or security; (4) quantitative information about market risks and how such risks are managed; (5) for items measured on both a recurring and nonrecurring basis information regarding the inputs used to develop the fair value measurement; and (6) for items presented in the financial statement for which fair value measurement is elected: (a) information necessary to understand the reasons for the election, (b) discussion of the effect of fair value changes on earnings, (c) a description of [similar groups] items for which the election is made and the relation thereof to the balance sheet, the aggregate carrying value of items included in the balance sheet that are not eligible for the election; (7) all other required (as defined) and desired information." } } }, "auth_ref": ["r513", "r515", "r516", "r517", "r520", "r521", "r522", "r523", "r524", "r610", "r790", "r795"] }, "us-gaap_FairValueInputsLevel1Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel1Member", "presentation": ["http://www.ziprecruiter.com/role/FinancialInstrumentsScheduleofAmortizedCostUnrealizedGainsandLossesandFairValueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Level 1:", "label": "Fair Value, Inputs, Level 1 [Member]", "documentation": "Quoted prices in active markets for identical assets or liabilities that the reporting entity can access at the measurement date." } } }, "auth_ref": ["r375", "r416", "r421", "r508", "r518", "r549", "r783", "r784", "r785", "r790"] }, "us-gaap_FairValueInputsLevel2Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel2Member", "presentation": ["http://www.ziprecruiter.com/role/FinancialInstrumentsNarrativeDetails", "http://www.ziprecruiter.com/role/FinancialInstrumentsScheduleofAmortizedCostUnrealizedGainsandLossesandFairValueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Level 2:", "label": "Fair Value, Inputs, Level 2 [Member]", "documentation": "Inputs other than quoted prices included within level 1 that are observable for an asset or liability, either directly or indirectly, including, but not limited to, quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in inactive markets." } } }, "auth_ref": ["r375", "r416", "r421", "r508", "r509", "r518", "r550", "r771", "r772", "r783", "r784", "r785", "r790"] }, "us-gaap_FairValueMeasurementFrequencyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementFrequencyDomain", "presentation": ["http://www.ziprecruiter.com/role/FinancialInstrumentsNarrativeDetails", "http://www.ziprecruiter.com/role/FinancialInstrumentsScheduleofAmortizedCostUnrealizedGainsandLossesandFairValueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Measurement Frequency [Domain]", "label": "Measurement Frequency [Domain]", "documentation": "Measurement frequency." } } }, "auth_ref": ["r507", "r508", "r509", "r511", "r790", "r1029", "r1032"] }, "us-gaap_FairValueMeasurementPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementPolicyPolicyTextBlock", "presentation": ["http://www.ziprecruiter.com/role/BasisofPresentationPrinciplesofConsolidationandSummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value Measurements", "label": "Fair Value Measurement, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for fair value measurements of financial and non-financial assets, liabilities and instruments classified in shareholders' equity. Disclosures include, but are not limited to, how an entity that manages a group of financial assets and liabilities on the basis of its net exposure measures the fair value of those assets and liabilities." } } }, "auth_ref": [] }, "us-gaap_FairValueMeasurementsFairValueHierarchyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementsFairValueHierarchyDomain", "presentation": ["http://www.ziprecruiter.com/role/FinancialInstrumentsNarrativeDetails", "http://www.ziprecruiter.com/role/FinancialInstrumentsScheduleofAmortizedCostUnrealizedGainsandLossesandFairValueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value Hierarchy and NAV [Domain]", "label": "Fair Value Hierarchy and NAV [Domain]", "documentation": "Categories used to prioritize the inputs to valuation techniques to measure fair value." } } }, "auth_ref": ["r375", "r416", "r417", "r418", "r419", "r420", "r421", "r506", "r508", "r509", "r510", "r511", "r517", "r518", "r520", "r549", "r550", "r551", "r771", "r772", "r783", "r784", "r785", "r790", "r794"] }, "us-gaap_FairValueMeasurementsNonrecurringMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementsNonrecurringMember", "presentation": ["http://www.ziprecruiter.com/role/FinancialInstrumentsNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value, Nonrecurring", "label": "Fair Value, Nonrecurring [Member]", "documentation": "Infrequent fair value measurement. 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Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r332", "r753", "r769"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear", "crdr": "debit", "calculation": { "http://www.ziprecruiter.com/role/AcquisitionsScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.ziprecruiter.com/role/AcquisitionsScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "2024", "label": "Finite-Lived Intangible Asset, Expected Amortization, Remainder of Fiscal Year", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in remainder of current fiscal year." } } }, "auth_ref": ["r1085"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearFour", "crdr": "debit", "calculation": { "http://www.ziprecruiter.com/role/AcquisitionsScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.ziprecruiter.com/role/AcquisitionsScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "2028", "label": "Finite-Lived Intangible Asset, Expected Amortization, Year Four", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r332", "r753", "r769"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearThree": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearThree", "crdr": "debit", "calculation": { "http://www.ziprecruiter.com/role/AcquisitionsScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.ziprecruiter.com/role/AcquisitionsScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "2027", "label": "Finite-Lived Intangible Asset, Expected Amortization, Year Three", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in third fiscal year following current fiscal year. Excludes interim and annual periods when

interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r332", "r753", "r769"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo", "crdr": "debit", "calculation": { "http://www.ziprecruiter.com/role/AcquisitionsScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.ziprecruiter.com/role/AcquisitionsScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "2026", "label": "Finite-Lived Intangible Asset, Expected Amortization, Year Two", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r332", "r753", "r769"] }, "us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsByMajorClassAxis", "presentation": ["http://www.ziprecruiter.com/role/AcquisitionsScheduleofEstimatedFairValueofIdentifiableIntangibleAssetsAcquiredandTheirEstimatedUsefulLifeFormationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Finite-Lived Intangible Assets by Major Class [Axis]", "label": "Finite-Lived Intangible Assets by Major Class [Axis]", "documentation": "Information by major type or class of finite-lived intangible assets." } } }, "auth_ref": ["r323", "r325", "r326", "r327", "r329", "r330", "r333", "r334", "r578", "r579", "r753"] }, "us-gaap_FiniteLivedIntangibleAssetsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsLineItems", "presentation": ["http://www.ziprecruiter.com/role/AcquisitionsScheduleofEstimatedFairValueofIdentifiableIntangibleAssetsAcquiredandTheirEstimatedUsefulLifeFormationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Finite-Lived Intangible Assets [Line Items]", "label": "Finite-Lived Intangible Assets [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r323", "r330", "r333", "r334", "r336", "r578", "r753", "r769"] }, "us-gaap_FiniteLivedIntangibleAssetsMajorClassNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsMajorClassNameDomain", "presentation": ["http://www.ziprecruiter.com/role/AcquisitionsScheduleofEstimatedFairValueofIdentifiableIntangibleAssetsAcquiredandTheirEstimatedUsefulLifeFormationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Finite-Lived Intangible Assets, Major Class Name [Domain]", "label": "Finite-Lived Intangible Assets, Major Class Name [Domain]", "documentation": "The major class of finite-lived intangible asset (for example, patents, trademarks, copyrights, etc.) A major class is composed of intangible assets that can be grouped together because they are similar, either by their nature or by their use in the operations of a company." } } }, "auth_ref": ["r323", "r325", "r326", "r327", "r329", "r330", "r333", "r334", "r753"] }, "us-gaap_FiniteLivedIntangibleAssetsNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsNet", "crdr": "debit", "calculation": { "http://www.ziprecruiter.com/role/AcquisitionsScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.ziprecruiter.com/role/AcquisitionsScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseDetails"], "lang": { "en-us": { "role": { "totalLabel": "Total future amortization expense", "label": "Finite-Lived Intangible Assets, Net", "documentation": "Amount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life." } } }, "auth_ref": ["r578", "r975"] }, 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Disqualification of Tax Benefits, Amount", "label": "Forgone Recovery due to Disqualification of Tax Benefits, Amount" } } }, "auth_ref": ["r843", "r853", "r863", "r895"] }, "ecd_ForgoneRecoveryDueToExpenseOfEnforcementAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryDueToExpenseOfEnforcementAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Forgone Recovery due to Expense of Enforcement, Amount", "label": "Forgone Recovery due to Expense of Enforcement, Amount" } } }, "auth_ref": ["r843", "r853", "r863", "r895"] }, "ecd_ForgoneRecoveryDueToViolationOfHomeCountryLawAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryDueToViolationOfHomeCountryLawAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Forgone Recovery due to Violation of 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Risk is the materially adverse effects of economic decline or antagonistic political actions resulting in loss of assets, sales volume, labor supply, or source of materials and supplies in a US state or a specified country, continent, or region such as EMEA (Europe, Middle East, Africa)." } } }, "auth_ref": ["r30", "r741"] }, "us-gaap_Goodwill": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Goodwill", "crdr": "debit", "calculation": { "http://www.ziprecruiter.com/role/AcquisitionsScheduleofTheEstimatedFairValueofIdentifiedAssetsandLiabilitiesAsofTheAcquisitionDetails": { "parentTag": "zip_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedAssetsAcquiredIncludingGoodwill", "weight": 1.0, "order": 3.0 }, "http://www.ziprecruiter.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 7.0 } }, "presentation": ["http://www.ziprecruiter.com/role/AcquisitionsScheduleofTheEstimatedFairValueofIdentifiedAssetsandLiabilitiesAsofTheAcquisitionDetails", "http://www.ziprecruiter.com/role/BasisofPresentationPrinciplesofConsolidationandSummaryofSignificantAccountingPoliciesDetails", "http://www.ziprecruiter.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Goodwill", "verboseLabel": "Goodwill", "label": "Goodwill", "documentation": "Amount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized." } } }, "auth_ref": ["r174", "r320", "r611", "r765", "r768", "r791", "r802", "r967", "r968"] }, "us-gaap_GoodwillAndIntangibleAssetsGoodwillPolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillAndIntangibleAssetsGoodwillPolicy", "presentation": ["http://www.ziprecruiter.com/role/BasisofPresentationPrinciplesofConsolidationandSummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Goodwill", "label": "Goodwill and Intangible Assets, Goodwill, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for goodwill. This accounting policy also may address how an entity assesses and measures impairment of goodwill, how reporting units are determined, how goodwill is allocated to such units, and how the fair values of the reporting units are determined." } } }, "auth_ref": ["r319", "r321", "r768"] }, "us-gaap_GoodwillAndIntangibleAssetsIntangibleAssetsPolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillAndIntangibleAssetsIntangibleAssetsPolicy", "presentation": ["http://www.ziprecruiter.com/role/BasisofPresentationPrinciplesofConsolidationandSummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Intangible Assets", "label": "Goodwill and Intangible Assets, Intangible Assets, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for intangible assets. This accounting policy may address both intangible assets subject to amortization and those that are not. The following also may be disclosed: (1) a description of intangible assets (2) the estimated useful lives of those assets (3) the amortization method used (4) how the entity assesses and measures impairment of such assets (5) how future cash flows are estimated (6) how the fair values of such asset are determined." } } }, "auth_ref": ["r322", "r335", "r337"] }, "us-gaap_GrossProfit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GrossProfit", "crdr": "credit", "calculation": { "http://www.ziprecruiter.com/role/CondensedConsolidatedStatementsofOperations": { "parentTag": "us-gaap_OperatingIncomeLoss", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.ziprecruiter.com/role/CondensedConsolidatedStatementsofOperations"], "lang": { "en-us": { "role": { "totalLabel": "Gross profit", "label": "Gross Profit", "documentation": "Aggregate revenue less cost of goods and services sold or operating expenses directly attributable to the revenue generation activity." } } }, "auth_ref": ["r83", "r87", "r132", "r203", "r299", "r352", "r353", "r354", "r355", "r356", "r357", "r358", "r359", "r360", "r526", "r761", "r764", "r947", "r948", "r949", "r950", "r951", "r989"] }, "zip_IanSiegelMember": { "xbrltype": "domainItemType", "nsuri": "http://www.ziprecruiter.com/20240930", "localname": "IanSiegelMember", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Ian Siegel [Member]", "documentation": "Ian Siegel" } } }, "auth_ref": [] }, "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "crdr": "credit", "calculation": { "http://www.ziprecruiter.com/role/CondensedConsolidatedStatementsofOperations": { "parentTag": "us-gaap_NetIncomeLoss", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.ziprecruiter.com/role/CondensedConsolidatedStatementsofOperations"], "lang": { "en-us": { "role": { "totalLabel": "Income (loss) before income taxes", "label": "Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest", "documentation": "Amount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest." } } }, "auth_ref": ["r84", "r128", "r132", "r615", "r626", "r761", "r764", "r947", "r948", "r949", "r950", "r951"] }, "us-gaap_IncomeStatementAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeStatementAbstract", "lang": { "en-us": { "role": { "label": "Income Statement [Abstract]" } } }, "auth_ref": [] }, "us-gaap_IncomeStatementLocationAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeStatementLocationAxis", "presentation": ["http://www.ziprecruiter.com/role/AcquisitionsNarrativeDetails", "http://www.ziprecruiter.com/role/StockBasedCompensationScheduleofTotalStockBasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "Income Statement Location [Axis]", "label": "Statement of Income Location, Balance [Axis]", "documentation": "Information by location in statement of income where disaggregated amount has been reported." } } }, "auth_ref": ["r339", "r345", "r346", "r512", "r514", "r519", "r643", "r644", "r711", "r753", "r793", "r1048"] }, "us-

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something other than passage of time." } } }, "auth_ref": ["r935"] }, "us-gaap_IncreaseDecreaseInContractWithCustomerLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInContractWithCustomerLiability", "crdr": "debit", "calculation": { "http://www.ziprecruiter.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 16.0 } }, "presentation": ["http://www.ziprecruiter.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Deferred revenue", "label": "Increase (Decrease) in Contract with Customer, Liability", "documentation": "Amount of increase (decrease) in obligation to transfer good or service to customer for which consideration has been received or is receivable." } } }, "auth_ref": ["r576", "r935"] }, "us-gaap_IncreaseDecreaseInInterestPayableNet": { "xbrltype": "monetaryItemType", 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{ "role": { "terseLabel": "Investments", "label": "Investment, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for investment in financial asset." } } }, "auth_ref": ["r633", "r654", "r655", "r656", "r657", "r730", "r731"] }, "us-gaap_InvestmentsClassifiedByContractualMaturityDateTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InvestmentsClassifiedByContractualMaturityDateTableTextBlock", "presentation": ["http://www.ziprecruiter.com/role/FinancialInstrumentsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Investments Classified by Contractual Maturity Date", "label": "Investments Classified by Contractual Maturity Date [Table Text Block]", "documentation": "Tabular disclosure of maturities of an entity's investments as well as any other information pertinent to the investments." } } }, "auth_ref": [] }, "us-gaap_InvestmentsDebtAndEquitySecuritiesAbstract": { "xbrltype": 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Intangible asset includes, but is not limited to, patent, copyright, technology, manufacturing process, software or trademark." } } }, "auth_ref": ["r993"] }, "us-gaap_LineOfCreditFacilityCurrentBorrowingCapacity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityCurrentBorrowingCapacity", "crdr": "credit", "presentation": ["http://www.ziprecruiter.com/role/DebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "Line of credit, amount available", "label": "Line of Credit Facility, Current Borrowing Capacity", "documentation": "Amount of current borrowing capacity under the credit facility considering any current restrictions on the amount that could be borrowed (for example, borrowings may be limited by the amount of current assets), but without considering any amounts currently outstanding under the facility." } } }, "auth_ref": ["r65", "r70"] }, "us-gaap_LineOfCreditFacilityLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityLineItems", "presentation": ["http://www.ziprecruiter.com/role/DebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "Line of Credit Facility [Line Items]", "label": "Line of Credit Facility [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r351", "r938", "r987"] }, "us-gaap_LineOfCreditFacilityMaximumBorrowingCapacity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityMaximumBorrowingCapacity", "crdr": "credit", "presentation": ["http://www.ziprecruiter.com/role/DebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "Line of credit facility", "label": "Line of Credit Facility, Maximum Borrowing Capacity", "documentation": "Maximum borrowing capacity under the credit facility without consideration of any current restrictions on the amount that could be borrowed or the amounts currently outstanding under the facility." } } }, "auth_ref": ["r65", "r70"] }, "us-gaap_LineOfCreditFacilityTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityTable", "presentation": ["http://www.ziprecruiter.com/role/DebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "Line of Credit Facility [Table]", "label": "Line of Credit Facility [Table]", "documentation": "Disclosure of information about short-term and long-term contractual arrangements with lender under which borrowing can occur up to maximum amount. Includes, but is not limited to, letter of credit, standby letter of credit, and revolving credit arrangement." } } }, "auth_ref": ["r65", "r70", "r351", "r938", "r987"] }, "us-gaap_LineOfCreditMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditMember", "presentation": ["http://www.ziprecruiter.com/role/DebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "Line of Credit", "label": "Line of Credit [Member]", "documentation": "A contractual arrangement with a lender under which borrowings can be made up to a specific amount at any point in time, and under which borrowings outstanding may be either short-term or long-term, depending upon the particulars." } } }, "auth_ref": [] }, "dei_LocalPhoneNumber": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "LocalPhoneNumber", "presentation": ["http://www.ziprecruiter.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Local Phone Number", "label": "Local Phone Number", "documentation": "Local phone number for entity." } } }, "auth_ref": [] }, "us-gaap_LongTermDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebt", "crdr": "credit", "presentation": ["http://www.ziprecruiter.com/role/DebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "Long-term debt outstanding", "label": "Long-Term Debt", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt. Excludes lease obligation." } } }, "auth_ref": ["r15", "r125", "r374", "r388", "r771", "r772", "r801", "r1044"] }, "us-gaap_LongTermDebtFairValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtFairValue", "crdr": "credit", "presentation": ["http://www.ziprecruiter.com/role/FinancialInstrumentsNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair value of debt", "label": "Long-Term Debt, Fair Value", "documentation": "The fair value amount of long-term debt whether such amount is presented as a separate caption or as a parenthetical disclosure. Additionally, this element may be used in connection with the fair value disclosures required in the footnote disclosures to the financial statements. The element may be used in both the balance sheet and disclosure in the same submission." } } }, "auth_ref": ["r1026", "r1028", "r1029", "r1030"] }, "us-gaap_LongTermDebtNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtNoncurrent", "crdr": "credit", "calculation": { "http://www.ziprecruiter.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.ziprecruiter.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Long-term borrowings, net", "label": "Long-Term Debt, Excluding Current Maturities", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. 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Includes, but is not limited to, preferred shares issued, repurchased, and held as treasury shares. Excludes preferred shares classified as debt." } } }, "auth_ref": [ "r75", "r391" ] }, "us-gaap_PreferredStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockSharesOutstanding", "presentation": [ "http://www.ziprecruiter.com/role/CondensedConsolidatedBalanceSheetsParenthetical" ], "lang": { "en-us": { "role": { "terseLabel": "Preferred stock, outstanding (in shares)", "label": "Preferred Stock, Shares Outstanding", "documentation": "Aggregate share number for all nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer) held by stockholders. 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Note: elements for number of nonredeemable preferred shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": [ "r75", "r620", "r802" ] }, "us-gaap_PrepaidExpenseAndOtherAssetsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PrepaidExpenseAndOtherAssetsCurrent", "crdr": "debit", "calculation": { "http://www.ziprecruiter.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 4.0 } }, "presentation": [ "http://www.ziprecruiter.com/role/CondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "terseLabel": "Prepaid expenses and other assets", "label": "Prepaid Expense and Other Assets, Current", "documentation": "Amount of asset related to consideration paid in advance for costs that provide economic benefits in future periods, and amount of other assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer." } } }, "auth_ref": [ "r930" ] }, "zip_ProceedsFromMaturitiesAndRedemptionsOfDebtSecuritiesAvailableForSale": { "xbrltype": "monetaryItemType", "nsuri": "http://www.ziprecruiter.com/20240930", "localname": "ProceedsFromMaturitiesAndRedemptionsOfDebtSecuritiesAvailableForSale", "crdr": "debit", "calculation": { "http://www.ziprecruiter.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": 1.0, "order": 5.0 } }, "presentation": [
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Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": ["r9", "r541", "r616", "r625", "r802"] }, "us-gaap_ProvisionForDoubtfulAccounts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProvisionForDoubtfulAccounts", "crdr": "debit", "calculation": { "http://www.ziprecruiter.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 12.0 } }, "presentation": ["http://www.ziprecruiter.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Provision (recovery) for bad debts", "label": "Accounts Receivable, Credit Loss Expense (Reversal)", "documentation": "Amount of expense (reversal of expense) for expected credit loss on accounts receivable." } } }, "auth_ref": ["r196", "r305"] }, "ecd_PvpTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTable", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Pay vs Performance Disclosure", "label": "Pay vs Performance Disclosure [Table]" } } }, "auth_ref": ["r868"] }, "ecd_PvpTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTableTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Pay vs Performance Disclosure, Table", "label": "Pay vs Performance [Table Text Block]" } } }, "auth_ref": ["r868"] }, "ecd_RecoveryOfErrCompDisclosureLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RecoveryOfErrCompDisclosureLineItems", "lang": { "en-us": { "role": { "label": "Recovery of Erroneously Awarded Compensation Disclosure [Line Items]" } } }, "auth_ref": ["r836", "r846", "r856", "r888"] }, "us-gaap_ResearchAndDevelopmentExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpense", "crdr": "debit", "calculation": { "http://www.ziprecruiter.com/role/CondensedConsolidatedStatementsofOperations": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.ziprecruiter.com/role/CondensedConsolidatedStatementsofOperations"], "lang": { "en-us": { "role": { "terseLabel": "Research and development", "label": "Research and Development Expense", "documentation": "Amount of expense for research and development. Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity." } } }, "auth_ref": ["r460", "r753", "r764", "r1042"] }, "us-gaap_ResearchAndDevelopmentExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpenseMember", "presentation": ["http://www.ziprecruiter.com/role/AcquisitionsNarrativeDetails", "http://www.ziprecruiter.com/role/StockBasedCompensationScheduleofTotalStockBasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "Research and development", "label": "Research and Development Expense [Member]", "documentation": "Primary financial statement caption in which the reported facts about research and development expense have been included." } } }, "auth_ref": [] }, "ecd_RestatementDateAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDateAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Restatement Determination Date:", "label": "Restatement Determination Date [Axis]" } } }, "auth_ref": ["r837", "r847", "r857", "r889"] }, "ecd_RestatementDeterminationDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDeterminationDate", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Restatement Determination Date", "label": "Restatement Determination Date" } } }, "auth_ref": ["r838", "r848", "r858", "r890"] }, "ecd_RestatementDoesNotRequireRecoveryTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDoesNotRequireRecoveryTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Restatement does not require Recovery", "label": "Restatement Does Not Require Recovery [Text Block]" } } }, "auth_ref": ["r845", "r855", "r865", "r897"] }, "us-gaap_RestrictedCashAndCashEquivalentsCashAndCashEquivalentsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashAndCashEquivalentsCashAndCashEquivalentsMember", "presentation": ["http://www.ziprecruiter.com/role/FinancialInstrumentsScheduleofAmortizedCostUnrealizedGainsandLossesandFairValueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash and Cash Equivalents [Domain]", "label": "Cash and Cash Equivalents [Domain]", "documentation": "Type of cash and cash equivalent. Cash is currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r173"] }, "us-gaap_RestrictedStockUnitsRSUMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedStockUnitsRSUMember", "presentation": ["http://www.ziprecruiter.com/role/NetIncomeLossPerShareNarrativeDetails", "http://www.ziprecruiter.com/role/NetIncomeLossPerShareScheduleofEarningsPerShareDilutedDetails", "http://www.ziprecruiter.com/role/StockBasedCompensationNarrativeDetails", "http://www.ziprecruiter.com/role/StockBasedCompensationScheduleofRSUActivityDetails", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Unvested restricted stock units", "verboseLabel": "Restricted Stock Units", "label": "Restricted Stock Units (RSUs) [Member]", "documentation": "Share instrument which is convertible to stock or an equivalent amount of cash, after a specified period of time or when specified performance conditions are met." } } }, "auth_ref": [] }, "us-gaap_RetainedEarningsAccumulatedDeficit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsAccumulatedDeficit", "crdr": "credit", "calculation": { "http://www.ziprecruiter.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.ziprecruiter.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated deficit", "label": "Retained Earnings (Accumulated Deficit)", "documentation": "Amount of accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r78", "r108", "r623", "r648", "r650", "r662", "r688", "r802"] }, "us-gaap_RetainedEarningsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsMember", "presentation": ["http://www.ziprecruiter.com/role/CondensedConsolidatedStatementsofChangesinStockholdersEquityDeficit"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated Deficit", "label": "Retained Earnings [Member]", "documentation": "Accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r169", "r206", "r207", "r208", "r210", "r215", "r217", "r219", "r300", "r301", "r338", "r472", "r473", "r480", "r481", "r482", "r484", "r490", "r491", "r496", "r498", "r499", "r501", "r503", "r536", "r537", "r645", "r647", "r664", "r1079"] }, "us-gaap_RevenueFromContractWithCustomerAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerAbstract", "lang": { "en-us": { "role": { "label": "Revenue from Contract with Customer [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerExcludingAssessedTax", "crdr": "credit", "calculation": { "http://www.ziprecruiter.com/role/CondensedConsolidatedStatementsofOperations": { "parentTag": "us-gaap_GrossProfit", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.ziprecruiter.com/role/CondensedConsolidatedStatementsofOperations", "http://www.ziprecruiter.com/role/RevenueInformationScheduleofRevenueStreamsDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Revenue", "terseLabel": "Total revenue", "label": "Revenue from Contract with Customer, Excluding Assessed Tax", "documentation": "Amount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise." } } }, "auth_ref": ["r130", "r131", "r238", "r243", "r244", "r255", "r257", "r259", "r260", "r262", "r411", "r412", "r577"] }, "us-gaap_RevenueFromContractWithCustomerTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerTextBlock", "presentation": ["http://www.ziprecruiter.com/role/RevenueInformation"], "lang": { "en-us": { "role": { "terseLabel": "Revenue Information", "label": "Revenue from Contract with Customer [Text Block]", "documentation": "The entire disclosure of revenue from contract with customer to transfer good or service and to transfer nonfinancial asset. Includes, but is not limited to, disaggregation of revenue, credit loss recognized from contract with customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes insurance and lease contracts." } } }, "auth_ref": ["r146", "r402", "r403", "r404", "r405", "r406", "r407", "r409", "r410", "r415"] }, "us-gaap_RevolvingCreditFacilityMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevolvingCreditFacilityMember", "presentation": ["http://www.ziprecruiter.com/role/DebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revolving Credit Facility", "label": "Revolving Credit Facility [Member]", "documentation": "Arrangement in which loan proceeds can continuously be obtained following repayments, but the total amount borrowed cannot exceed a specified maximum amount." } } }, "auth_ref": [] }, "ecd_Rule10b51ArrAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrAdoptedFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Rule 10b5-1 Arrangement Adopted", "label": "Rule 10b5-1 Arrangement Adopted [Flag]" } } }, "auth_ref": ["r906"] }, "ecd_Rule10b51ArrTrmntdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrTrmntdFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Rule 10b5-1 Arrangement Terminated", "label": "Rule 10b5-1 Arrangement Terminated [Flag]" } } }, "auth_ref": ["r906"] }, "zip_RyanSakamotoMember": { "xbrltype": "domainItemType", "nsuri": "http://www.ziprecruiter.com/20240930", "localname": "RyanSakamotoMember", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Ryan Sakamoto [Member]", "documentation": "Ryan Sakamoto" } } }, "auth_ref": [] }, "us-gaap_SalesRevenueNetMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SalesRevenueNetMember", "presentation": ["http://www.ziprecruiter.com/role/BasisofPresentationPrinciplesofConsolidationandSummaryofSignificantAccountingPoliciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revenue Benchmark", "label": "Revenue Benchmark [Member]", "documentation": "Revenue from sale of product and rendering of service and other sources of income, when it serves as benchmark in concentration of risk calculation." } } }, "auth_ref": ["r262", "r919"] }, "us-gaap_ScheduleOfAccruedLiabilitiesTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAccruedLiabilitiesTableTextBlock", "presentation": ["http://www.ziprecruiter.com/role/AccruedExpensesTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Accrued Expenses", "label": "Schedule of Accrued Liabilities [Table Text Block]", "documentation": "Tabular disclosure of the components of accrued liabilities." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable", "presentation": ["http://www.ziprecruiter.com/role/NetIncomeLossPerShareNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table]", "label": "Antidilutive Security, Excluded EPS Calculation [Table]", "documentation": "Disclosure of information about security that could potentially dilute basic earnings per share (EPS) in future that was not included in calculation of diluted EPS." } } }, "auth_ref": ["r27"] }, "us-gaap_ScheduleOfAvailableForSaleSecuritiesLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":

"ScheduleOfAvailableForSaleSecuritiesLineItems", "presentation": ["http://www.ziprecruiter.com/role/FinancialInstrumentsNarrativeDetails", "http://www.ziprecruiter.com/role/FinancialInstrumentsScheduleofAmortizedCostUnrealizedGainsandLossesandFairValueDetails", "http://www.ziprecruiter.com/role/FinancialInstrumentsScheduleofAvailableforsaleDebtSecuritiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt Securities, Available-for-Sale [Line Items]", "label": "Debt Securities, Available-for-Sale [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r267", "r268", "r269", "r270", "r271", "r272", "r273", "r274", "r275", "r276", "r277", "r278"] }, "us-gaap_ScheduleOfBusinessAcquisitionsByAcquisitionTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfBusinessAcquisitionsByAcquisitionTable", "presentation": ["http://www.ziprecruiter.com/role/AcquisitionsNarrativeDetails", "http://www.ziprecruiter.com/role/AcquisitionsScheduleofEstimatedFairValueofIdentifiableIntangibleAssetsAcquiredandTheirEstimatedUsefulLifeFormationDetails", "http://www.ziprecruiter.com/role/AcquisitionsScheduleofTheEstimatedFairValueofIdentifiedAssetsandLiabilitiesAsofTheAcquisitionDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Business Acquisitions, by Acquisition [Table]", "label": "Schedule of Business Acquisitions, by Acquisition [Table]", "documentation": "Disclosure of information about business combination. Includes, but is not limited to, recognized asset and liability." } } }, "auth_ref": ["r51", "r53", "r485"] }, "us-gaap_ScheduleOfEarningsPerShareBasicByCommonClassTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEarningsPerShareBasicByCommonClassTextBlock", "presentation": ["http://www.ziprecruiter.com/role/NetIncomeLossPerShareTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Earnings Per Share, Basic, by Common Class, Including Two Class Method", "label": "Schedule of Earnings Per Share, Basic, by Common Class, Including Two Class Method [Table Text Block]", "documentation": "Tabular disclosure of the effect of income (loss) on basic earnings per share." } } }, "auth_ref": ["r26", "r28", "r945"] }, "us-gaap_ScheduleOfEarningsPerShareDilutedByCommonClassTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEarningsPerShareDilutedByCommonClassTable", "presentation": ["http://www.ziprecruiter.com/role/NetIncomeLossPerShareScheduleofEarningsPerShareDilutedDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Earnings Per Share, Diluted, by Common Class, Including Two Class Method [Table]", "label": "Earnings Per Share, Diluted, by Common Class, Including Two-Class Method [Table]", "documentation": "Disclosure of information about diluted earnings per share by class of stock. Includes, but is not limited to, two-class method." } } }, "auth_ref": ["r26", "r28", "r224", "r228", "r231"] }, "us-gaap_ScheduleOfEarningsPerShareDilutedByCommonClassTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEarningsPerShareDilutedByCommonClassTextBlock", "presentation": ["http://www.ziprecruiter.com/role/NetIncomeLossPerShareTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Earnings Per Share, Diluted, by Common Class, Including Two Class Method [Table Text Block]", "documentation": "Tabular disclosure of the effect of income (loss) on an entity's diluted earnings per share." } } }, "auth_ref": ["r26", "r28", "r945"] }, "us-gaap_ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock", "presentation": ["http://www.ziprecruiter.com/role/IncomeTaxesTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Effective Income Tax Rate Reconciliation", "label": "Schedule of Effective Income Tax Rate Reconciliation [Table Text Block]", "documentation": "Tabular disclosure of the reconciliation using percentage or dollar amounts of the reported amount of income tax expense attributable to continuing operations for the year to the amount of income tax expense that would result from applying domestic federal statutory tax rates to pretax income from continuing operations." } } }, "auth_ref": ["r466", "r789", "r1023"] }, "us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTable", "presentation": ["http://www.ziprecruiter.com/role/StockBasedCompensationScheduleofTotalStockBasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "Share-based Payment Arrangement, Expensed and Capitalized, Amount [Table]", "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table]", "documentation": "Disclosure of information about amount recognized for award under share-based payment arrangement. Includes, but is not limited to, amount expensed in statement of income or comprehensive income, amount capitalized in statement of financial position, and corresponding reporting line item in financial statements." } } }, "auth_ref": ["r46"] }, "us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "presentation": ["http://www.ziprecruiter.com/role/StockBasedCompensationTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Share-based Payment Arrangement, Expensed and Capitalized, Amount", "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block]", "documentation": "Tabular disclosure of allocation of amount expensed and capitalized for award under share-based payment arrangement to statement of income or comprehensive income and statement of financial position. Includes, but is not limited to, corresponding line item in financial statement." } } }, "auth_ref": ["r46"] }, "us-gaap_ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock", "presentation": ["http://www.ziprecruiter.com/role/FinancialInstrumentsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Financial Assets Measured at Fair Value on a Recurring Basis", "label": "Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis [Table Text Block]", "documentation": "Tabular disclosure of assets and liabilities, including [financial] instruments measured at fair value that are classified in stockholders' equity, if any, that are measured at fair value on a recurring basis. The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3)." } } }, "auth_ref": ["r1026", "r1027"] }, "us-gaap_ScheduleOfFiniteLivedIntangibleAssetsAcquiredAsPartOfBusinessCombinationTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfFiniteLivedIntangibleAssetsAcquiredAsPartOfBusinessCombinationTextBlock", "presentation": ["http://www.ziprecruiter.com/role/AcquisitionsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Preliminary Identifiable Intangible Assets Acquired and Their Estimated Useful Life", "label": "Schedule of Finite-Lived Intangible Assets Acquired as Part of Business Combination [Table Text Block]", "documentation": "Tabular disclosure of finite-lived intangible assets acquired as part of a business combination or through an asset purchase, by major class and in total, including the value of the asset acquired, any significant residual value (the expected value of the asset at the end of its useful life) and the weighted-average amortization period." } } }, "auth_ref": ["r35"] }, "us-gaap_ScheduleOfNonvestedRestrictedStockUnitsActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfNonvestedRestrictedStockUnitsActivityTableTextBlock", "presentation": ["http://www.ziprecruiter.com/role/StockBasedCompensationTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Nonvested Restricted Stock Units Activity", "label": "Schedule of Nonvested Restricted Stock Units Activity [Table Text Block]", "documentation": "Tabular disclosure of the changes in outstanding nonvested restricted stock units." } } }, "auth_ref": ["r112"] }, "us-gaap_ScheduleOfRecognizedIdentifiedAssetsAcquiredAndLiabilitiesAssumedTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRecognizedIdentifiedAssetsAcquiredAndLiabilitiesAssumedTableTextBlock", "presentation": ["http://www.ziprecruiter.com/role/AcquisitionsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of The Fair Value of Identified Assets Acquired and Liabilities Assumed As of The Acquisition", "label": "Schedule of Recognized Identified Assets Acquired and Liabilities Assumed [Table Text Block]", "documentation": "Tabular disclosure of the amounts recognized as of the acquisition date for each major class of assets acquired and liabilities assumed. May include but not limited to the following: (a) acquired receivables; (b) contingencies recognized at the acquisition date; and (c) the fair value of noncontrolling interests in the acquiree." } } }, "auth_ref": ["r118"] }, "us-gaap_ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable", "presentation": ["http://www.ziprecruiter.com/role/StockBasedCompensationNarrativeDetails", "http://www.ziprecruiter.com/role/StockBasedCompensationScheduleofRSUActivityDetails", "http://www.ziprecruiter.com/role/StockBasedCompensationScheduleofStockOptionActivityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table]", "label": "Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table]", "documentation": "Disclosure of information about share-based payment arrangement." } } }, "auth_ref": ["r423", "r425", "r428", "r429", "r430", "r431", "r432", "r433", "r434", "r435", "r436", "r437", "r438", "r439", "r440", "r441", "r442", "r443", "r444", "r445", "r446", "r447", "r448", "r449", "r450", "r451", "r452", "r453"] }, "us-gaap_ScheduleOfStockByClassTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfStockByClassTable", "presentation": ["http://www.ziprecruiter.com/role/BasisofPresentationPrinciplesofConsolidationandSummaryofSignificantAccountingPoliciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Stock by Class [Table]", "label": "Stock, Class of Stock [Table]", "documentation": "Disclosure of information about stock by class. 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In the event the issuer goes bankrupt, senior debt holders receive priority for (must receive) repayment prior to (relative to) junior and unsecured (general) creditors." } } }, "auth_ref": [] }, "us-gaap_ServiceMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ServiceMember", "presentation": ["http://www.ziprecruiter.com/role/RevenueInformationScheduleofRevenueStreamsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Performance-based", "label": "Service [Member]", "documentation": "Assistance, including, but not limited to, technology, license and maintenance, license and service, maintenance, oil and gas, and financial service." } } }, "auth_ref": ["r776"] }, "us-gaap_ShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensation", "crdr": "debit", "calculation": { "http://www.ziprecruiter.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": 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M;^O9],>_WE*2_OQ__OI_7[TRWA3)O,C++IZL??[C.9[0RWM-[X[*8D?D/DXK,JU<5+?., M?[*_TU_M.#F^/)>C(9=9YK/J1P='|+IY|L\SFO#.H_LO_X%OB^?:>W)M!$G M;/9H^>A#MK8,V79L-N2+MV_/3DZ-\|/CJ]/VD/5E(.4-6XFZ6/"9V/_@+1OF M^^KX_?6Q\>[B_=G)L?'ZX]79^],K*^/#\>5__>Y'81NX_'E $V(>>3M,"1](M2I.B)'5>S'|^^]EAMS8N$DKFQ@=2?C)>3^_2HR!|PIQ=;5[_Z/B+ M^NNGZ5$N,H"Y9MOOW>L/QOGYB1SZTQX!MW<,DP'-VVXC)L8;.B7WI*3&-)_E MH'JF.8GS:5ZOC*28+GEQ#A[?W(TGL2O/(E,82R$SGB!SU$9UW1.YO47JK,O5ONZ*;HHJAQ5 M:,GFL,[OZ$;C-"[JNIC]:#8_(7%53)?U^D]^_FM-XBEM?EDR]?V*S>.4+"KZ MH_SCIS2O%E.R^C&?XV$@CWX2SRAN!T?HCI9UGI"I>%)\;/YQ<^%D?K[W39O^!, M\-E@$UXQ??2W[YSOY \6)$V9H_2C:5AHP."];=@Z\EZ[7:,ST2OT9'Y\91TY M7[AC=[BMO? @,-I:O.J79VH[AF^5Y?:U@IS/_/_GBDB;EDMD/Y<;S.HRA7C') M1(QWQ9Q-K/$:W&Q:56B##WS@SE;'H3DP?T$9I#W*YMW9<8AW"P^X*CQP6S:; M^8:^BDM*/KTB&=L'/Y+I/5E5WWU1"&'+.-=UB)"OJ$:>7R-N#41L\0*OCU^? MGQH7;XV3B_?7I^^OK];VX O206%X%)F/KRQVO^J.NF)':6;_ZT_E\4 .Q_S*5X=W9U>C4Q7G\\.W)S M!OZ7B?'A\N+OIR?$^/X_1MV<-Z]NWAO'%^>'K/#0YY.]Z[MAF69F$B^28:R@/+SVML.+86SC^O3R MW9^_]Z*?C- /_9CKNZHP=UXL/U^R?;_R\OHS5]L?SNG$%K23Q3#NTL\RG+OLC M=+/,L9G(-9.$^)DUC!64Y]79=EY?PW&]9&;H-WXP7\:RC@=S\PKZ;A)$3I2X MONF[<>C%)@U,V[/M(H&U"

OF/LY/3 M*PP8?;P^.V?*])L_IB]CC:UH/*:;E]!.X\C+F 64^]H]MD-!BKYE)9&99Z$2. M.8PEE,+ \L/(LQW73ZA#HF$LH3RGX:[>*#^IQ^?7IY?'^/H;/ZDO8YEM M;SRI&Y? 0L9PLM&HE7D#L1WD2G3]VOC_.STFS^F+V.-[3&\NWD)2>(EB44=TTUG[T].T%%BGJ5G=>/EZ/[^T+6VA[#20\ 4RP[#1(K MH]3)7,M,B) %A*0#"36HX[H5E/3F^- WQ+Z=X2M^<7EU?'CP9T0PO M9)$=:SRGFRVC, M"QPEC/PO=V&0.3&@%*;.-DMBT+3]0)53G="O^Z/W%^]^._MS_YQ>OF-'\V7L:[.&$)Z))+B1S1.4]/+?,<-'#- *DX2:;N2%09H$V4"P8NIH M;H4:G5R@R7L*LX7LK3.B-M]P$=)*4V=R H2WW([TR-N$!'B.20@H9-9[C"6 M4)W.[7BCJZNS7!Z_.X7($3-RKSZ^/C^]OCY[_\LW?E1?QCH[8X3W ="U&6=I ME/IQ1 ,WR5*219[MFS2@Q**6XPUC"=51W8H]NOIX>7G*=.GEB$!Z86OLFN,Q MW6P4N32)L\'/G75]\^'!Z M;IRLO3T#$-+9\;EQ=?<>+M+_I_.PR5M\=([T/@,I\/_!H M',0DIJX3)E&8^C2-J15FI!]G((Z,.L!;(4G,0[VX9 JV29^^N[B_N7XE]-O MWAA^&4L]GM:'+*8H,ZV8T-1.J!L%$;%LRS(3*W'\D+K60 K[U6G="DLZ_0=H M47!8WYR^/?YX?LU5+7- >3]^,P/R7L=]N/1[8S0DWS_92-XCBT'3=E/B$O22! M&9EV&IHT&$@ 0AY8>RL^2>$(V9'|_SZ>G5X;[^__?O'/=V,MZLM8:7>,"#\0 M+73](*8V-9ET=4TWC-(PR1(_3F+7- GV:#&,)U6'=BDZ"5 T/!Y]<,GWZK9_0 ME[&\#Y_0-3H_.69QX= [\L/%R((ZL] ^"@OJ[Z C_3*VU,<[>N:VHX<4F@?Y MX0"X61]F-7[,'SW:_(XLL$,9^-.SP#X[H^L+4C CQ>D +#H'0B)QDD1.1EP2 MT2@F) AC+[(])W*C@5ATRF#?"E/&2G=.[W3^3^/BW1FSW]]\XU;[RUAC=V2G MV+R$GAE"U-+T NJX;F 2TR6VZ= @C6D0>OIN.Q M?&);2^,0Y.R- 8M"EX1>3*@5FU;(?NA;43R0)53'3BW8?S,RB4-7X[MN_[5.#_^[1L_I"]CA;T18+5Y"=.01A: 6+W4=VEHA:'I!B0D09RFF1,,I"9$ M'=*M*.7SX^M3X^37X\M? OOGT[LM86F_$8VQ>PL@.'-LQ@8< L@M6;$5V[%HF M4.KY?AH,8PG5Z=P*3CX_?O_F_,+RS0]7QN79+[]>&]<7QLG'RI,V/./#,29\ MKXS7_S20FNU;SRR]C&TPGN2'*+M(&H90U.73@+DS*7$],[7M(("3.(B#@5!V MJ9.\'3:T@ MRP(;6'082ZB.Z%:H,E>=V!8=*H(JWQ]>?S^ZL/%Y?58#O]2UGL\L@\L8>QE MQ#;]S"5^ZF:N'|F^Y5AFZ'LF>RL<"-^(.K);\?^ M<78U\IV^D&7V'J25V3U%KCY[O*?:I9_VVE-IW4-/__O7LI=G/4U#56Z^W1#U MT;?,;@'W!Q3"-XTWG;--_+SY>GY^|_36&,":- (_T^DL?26C_WRXN_\O@0,V! M/=')ESI1^PLF1G&-FG9_QALHH!S8D[WYTB>[_'@N>D97K#E88O%-^(/5T9?[>O 'O+MES[D>J/)03W/+U^\$T^AAGYRI>_'[_N[ZX MQ +J#ZI-K4#.T[\(/+<.$VBP,NR,/(] M.["'V$G^7_#=N$Y#J#7&QS%9Y :78LI^$+?]^+M6W [T.?8U?_5'^M?RZK.LU4K M?.;X>_.1KV_SRKC(LCRAQCDE%34.ZEMJ_/E[Q_U)/M[S+\!W/^-8GF<_1.# M,W X,5)2TI0@E5%D!LS,.9;1!.PLXPW[Q*AH;61%6=\:^=S8WW@?VK%7,-YB MSFU-:Y!S*N?P:CEC)V0%+U^3*D_$SCN;LYFQ&=EAG M)*5&O#+(/&6S5-]3.C>NWKW^8)R?GTP,8KQA?L]*;DQS6GEQ^/&,^'V(1YH='K:EDQVHA M3I8Q@-F[IG-F_^Q_]HX,XYH=4#X:WA3, MK&;"DJGT.=,T,]D>]_8> B+'&^)G+R8P88='OO\$$03GR+V0_P6BMZ,C<\;*]\0[_T=*8W>/12FC;1X&GO<+-01CJ#QTC2'Q< MJ3S(EEC'_B=T_*^_? M>^%/CW$^90RA=W,]\^.A7M(G+7 M<0TP\Z^L;>8K^./IFBHFQ>4Z,R'1-[\@P7HY7.(03N9$8:.\G4GB>XX%\T@,I M#F!*[^BT6,S8?IPT1H2>.@-38B,>2M@>\RIGC\B.<<"K$[RL<5PR]3DQ M"C1#Y,&O\ I3^,]RP;YT?YLGMT:U9/_1A@:9:2$ACE[0.1]"P,/9&/WAN=!K M6LYVB^\XX4MXWI<0R+'WZD5\G5P;HSE#U>7.@*,YZS)F5.=/HLX7[*=%BK&7 M_',]>I5!7NK]PZ9XS^=&FR8=)Z2TF"N+ZMC)BR+3]'CY -%M.&G]+=@;OCP7ZUUY,]+]Y MPX;YXQSS/[Y]](3'E"U<";9^D21+C"\>Y(=B MJ[@;({\ [OL>1=O@B[UW:'8*.I3"]5#O:L/4@S6L0S3/D/[%W^&I%25D- M9$*UL[+_N<1,^:PHF3]-X*0MIZ2'T!T(*W^Z]6E/;^ M[E7:>G1QD;$4XV*&.'!IC**QKO$/7=?X MA8" P:15W(V0B- ?@.UU". 1.TTN $CP-C/K;@A+L9))P0V>C43*LK,8'Y?/W M@'R>A:[M2R).ST0@T+^'C^?S)9D^:H7;'I_GH4VAA-M_[H._[X5,X'<_OX-X M^72%+6SG54VF4XB/Z_)D6,O*:8[&E=WYJ+.5A+DB4^,2TE7LY8*6.'U@[PYW MH:]XC=7;HJC_LV^A'UNW[2_/]9]<:^%)K S+^//WH6U9/QF6/10E%AU%^RN^ MVV2]_LF:N*$UL:+PR#6'* D&-U^V,W&9:VB/L[7#;'E1_[;ZX\B=MMAQE-RQ MW5'N/"QW/-N;^(Y[Y'CC2=I%[@03R_%'N;/3;/G6D15^.W+']H3<4SGR.G;(-)ZLZ78TXBSSRRQ]G:1>XX1Z;][<@=)U!RQPU'N?.PW/&M M<.*YWI$[GJ2=Y(X[*8/P*(C&V=I![KA'D?7MR!TW4G+'-T>YLT7N^,QS,*VC MT!U/TBYR)YQ$MG=DC5[I+G+'/PK];T? N^$UHZYAEV'O4I_K/%5)PVISR@D.)K)REE?$SHL:*E^+F&T%)"lC MDI[@*YQ@K+J;KIK4/%;C4)+H MA"2S8CFO*R.'<>99WM0WL_$M9W.D'*VG[&TL[N'9?T- +_1MZWM_0TNNBEIV] M*@O8BZFZ%U2VP/NJ6!I6-6\Z2[$K+Y;EHJ@HU*]-5R^NX'D(-8#><#G_\3C_MDY)R?Q 14:LV>*=%Z#Q_ZQ:0,]*H7G40K>]!1> MT"%J!;R6%45M('OT&%4Q!5T!TO^&SFE)ID)7'+YZD,^3Z1*)0F5OZ!FEP!-> M30SZF29+[)X7ESG0T\&;2"TZ6TR+%65W*DD.%*6BB3+G#9^2^VR)(P&=DF#L MAR Y74GK8L*9P[4/\(O0$)B/A5UUM8-5D^/\E-?)+9WS?M=0B%T6Q8S_"GGP MT@+#?"7]WR4TKP$^/%2#XD$,^#H/"U7+Q:(H\ [E<\>#OH*Q/47ZCZI#.S@,3]!>^;PWK^%P#.)Q=2%#_#._^,D;+R3DK)M M.:!QC<'74P\],0K_?=H*/%'Z1@&]4GZP)NP\[PA:>FD2GIVB)<^2D:K)3 R= MJLRPK2- KKWM0>%>C=/_RJ8LV^U;,2@$;Z .IM"Z.HU!_)[$>[E^HCS+]Z[RK M6W+'W2L MYN8<./#5-UVF2/-_,V5@'-_1^7+'E,/PGJ33@O486Z]:+_5ICFN(O^*IA%#$ M.;UARAH,)L56>IQE)"^K3?IGY&8>N9F?BYOY$>H"=N-P?FZ,[RQ[U<@8_37S M.S)&#V7@(V/TR!B]L][ZIAFC7X;K;.WB.I\S2Y&-)QV=Y]%Y'H/<#TW8ZZ*J MBSE 52#>G-,*] (X=.J7Y1%'&X,CR=MERZZX9S/(KYRCLT5DQJ2C?CO7M7F.C M5W5):3TQKL'F,ZS A.E<\\S1-??@HXZ;BS%5MEEV*21\H1N.2>8_\-.M':>) M<39/CF"I/Y1+K(6$!K$3NF<"9;Z4SZ'K%[RR?B%S,#! M? =%).4*,*=LY=^3NH*TW_D'V!9,,%DB8B[K4*YJ4E9*<(5<<)T7E7$\OZ%3 MD(6M#6::? M"WP8[GL,/?'XD;3HS3ZG_'-,/7^$KVYEXZ9?&)E@?5X>@A;N'-MU! +CQI2"]A5EW0!$!TL+5"!!3Z)$*)C__M[,0>]3/#S*R8S]PB+?V@C[K=[MQG<_VZ8=H5FR9#H%H[&GL,+F+

MMP'$K1M0KA@/]EAB9T?G((%-(H-+_X0JOFU-T?)>&A/M]M":B0@B ?:2O^!P M.3$XC6QU*1>DHW\5Z4D"A8F4]X6H5#^\PTDSFWRY9P!R@6750,,:HE@L\!UA MGT!\#9+4Q9P*>_\-VHOMYDHXRZV9B65#*UQ;T3L' LS(8]OMI*>CH-GL)_EB M2BO>4P[IQ+'3!""8L>]3P38KP&) @6D\'CUC0_10MTF[VGF"G5>M!W[:V@Q* M!^KWJ;3[HWT']+G5PZ/KG3FV2]_J[:KX.>8]_XR*W_%:B@.B]$7!0Q25/,0? MRQ(4N?T_P*5ZW0!T(EXI?Z]3(T;$@4](M<0HS $",3)\\,$CD2SKR-HK"@G) M-=GI>PO,R,8[\B*<>T7-8=V=&3ME;)43:)&O<&\V$;DY66RG'X&,N%L""/ M"0WV(&QZE03K.1Z7]T@OU=5<]VQH;4<^D!$2C[94:!!_,EF*[)U\\&# MPBG$BMO:<".$Z:XA*9*%,J:'959L"KJ.AAJWW# W.U!9X]48>^LW_9EXM54M3P M1%5=YI^DH&8#$*A>+#DKL9\>G<7LKX+'DJI;-B.\SQYJ-8 7*AVZ5N[97K7_:U!H.48#60P&MN M4XUK-H-FO'/. -%X9;)/^H8]BJ'O?M99G/&8-,0;$N#+=P4T%P;(!N+++V\M0 M0KU)P;ON/KPHVOSCAFLO@M$>C-ZJL3L:&?U0^\95P(#!) MZJ4H!DUH?M?V%S2&B)K>%.5J@T+GNZ\$J'.O1!/CT2]]VK8J-*$4W!]\]H?O M>,BW/\(E\V1 :1WDAYQ1G;LUL*\@ M:LF6#-40)^0""'_TO+F(-!%1&$+R)39^%R'M;K;05,#^%*E"JWYC:LE-C?3 MVT:04(G QU!9@?97D!8,QW)1D<0O*=HTT07W6")+B M<^<0FZ. $]M"17=#MA4(GV45GW':W&/,:56/N\ E].+S!I8<,$?QP,(19 M657%L1P<>X24>U6G@+!5HUNXA.K2P XLTN^148JW(7]2LME576H2,E>$CAUI MP&1YS2Z. YDT8J#OJ_P$?\YGRYDQ7\YBCF[2+Z"=:*QWN5=]W=M@;NS)Z]3V:PP5MOJ%9.&*D2M$O*<M"%I$[9$A.*%T&DS:Y@#AB%4?L>HC5GU7K+HU8M5'K/J(5?]#8-7WF>O2O;;N M#:>('!JP=ZHIQ/KZPWVFUEDCH9J_: ME^X28.B!+;WQ/"0@!+.TG%V9H7BH=OF!9^]Z[*K+?#/?$R@I+HLRKV;(6C,M MBK1G>0]:K1?7/C_4XPS=7H]\:E/:D&RO1<$:L <9RW=]#rPGFW M>\(W;;5##YR0%K/PXK'&#F$/.W8ZZT?0:8=.UJ#DY1E6%**@03>Q#*F(C+3 MV3YK-\???^%B5%M7@ZW[8Z7H [O;,94D41C9,? 4RQ\WB)'33,+)\BU(S):&_ MYPH;,*.VO!H!Z;AROGM#Z?HP<5]3MJCX3DL,^R6W*1)YF16DL:V"VB>*#5= MFD9^Y(5F8+I[9M/A3?>>*2VX?:]XB+Q]:,>T?$:8I R5H51)GX+/:0W 8#Q MG U7?A_Q++<%LYKP#30+\8\,V26F11:B"Q"V3U:&HJ13QR_P-"(!+AI^G74C M9.U2 +'!*XB^S1SA)"-]LF*(YU EA14X?RFV^UC>6I>A(5$TXA@DKWAJZTO71{)!4F4AX;X=8 M_%#:U?YW8B8-5#SO'H!B9%G,C_ZQ=&A'@WGK9!U]2%-4 2-MT-W"=N.6]AHV;=-> ;J$&UH7&G[_WPI^:A PRAC&QK4XY;'^5%BE%?%_U%-E]2Z1B68]S# M-*? %HFY\F[NBABR8V#-7M>!)/8%^60439T3Z7WI?SJEA14%H\-[@[(H'>[G;HGTT]XJ[(@J=Y ;X+P!NX,(^P<&=75&6[=7]T- M$=*EWNQ("@ZQPP'F+++7-3'35 M*!"\A,$+0:E-U8;9F0.^?-IZY@W;3DK5NYVDZD03>!R+(4PZL!W8NBY++;#" M%KI15X)_2SSH)4*(18@4O*%V2#@-;]4^N).G;Y?#BA")3"QAQ^'AFU\[IBUO8,,: MJBBH F!\Z=6%N30EPLOCAY3R+P&"1""[-8EQ]'AU=FL1G=2*(Q)F?F+%B4M"-M/R;4#2S+<@.2F&F\9W(+'M&Q7U)S_B%N]%[CNA,],KAL*] TU3I(:_YOQ6V,QG]H30KG11IP).H88#Y3*C;C M7K?AIH*V8[:6/>%BL3^$'XO+TH%F/CXR$Z/F1;U9:@F;<1=L9!<$N87$7!3I MEO2.Y%,0N0KQR6[0C_:L!$6:H!77'<;YX"QG]T;8^:0=R&$_$MUI"/0M%NV1 MQ#?7KK:S,,?YZ*X%+XYJ?5V>2E'0JR$6>(/C:V UEWQ D&VO-#<$]4*KPDEZ M]RGOP"E9XI0/Y.VXHMQJF"*G:-MD>PL01""!$^@:;!26AG6X#-+E M$-@X<,Q#(X55R0KFX-[#?-R7L#?GI/%FI'BM6FU^X1\JXPI9J$?$L-6'/.TN MD5@[_9@PZ=;ZDEYR ,MQ? 7+2A-K/.3J"/6T'9B_VM'Q:SL OM(G2)>A[S]EJ M@H\"CP?5HU)\RH6712H*"/' KLD1JKX&_K"PWG/ ME$]XJ-;Y4.#++-W%7M"1N [D!@@H>N^5UT)7"$0!B_%:D,*G@V99_RRYF55TD MG^2;,G$'!T'FY.1G3384B0!Z@CN(6&@BC4V&OU8M K64&/CL[/TJ45/>6[*YA"_B/.A%-[G._B+/FI?6<=>(> M -%; _#Z;;#+E\1T]SQ%I(6DMN&IYD,.Y))M#T6INN+4;>+4W0X8.L;)%M#T(%GM382TF6F8'O>:YCNDED1;$?!"2P:&+2P'3V3#?\K&FFQS#VCA6A(,K> MH<WO\3Z:!DNNJ3HA#"[D>\-A88)F0*[.*TAX&KRB5>K ;2:O.&8Z:1&^HB^%&-C1ZNTJ6) O<@T+7_(UGJU;G;VO89 M?'Q&V:$#C:(V&.9[BBG5C*U,S!)0#3O"R!KJM^AZ9?2$4;!S81^9_@!DQ!W)=F<\$ M$.0]&I$;,],'DC*ON:[ZKCBHLR+EC8JQ+D-5W$[I35[QSDZ<6?'@=>]S<-2C M?)'M&.3I0F8[Q2<\L=9AOWHY *1*WZ*6G+6R6-[BE/I9EM@DB_=M+ TF*F;,V(GC04N)D\^)0],1 M+<,!"0[Z6 Z6H0[(A "!=^=B (G8#P%LU>TVV[7&^.)G^$O/=[++]@Y >[K#T4QW7_A M[R$6HN@L?PVV$O@^2XK]$N#@,*77#!PULC A-7-86GHZ\2Z6ZV49 (.]!4FT MJG;LX@22)NUW);6?+'FKF"E ;L2/N?TIOX(.PEK?](03@XKX!,%VZ^U]\(($ M0:.$!R$-^DZF 8A@6W5VB9]A*1-R5?:6$K-@,Z#Z2LQ4 CC#:]7BHMU<66(8,>E-O:POQZT#,CAS+[*N*O'6EM552@ M1]JAB55E(/SR.G/D!(%D4!6%Y1[UO:3DW!"l3#U>Y_/V':O.+05A/W@&O>T' M8 Q![#5*+L/,W\\64SRKVKH72-PA<4/7MT#$]M[*W &=*6BJXV)JD#G:D7K M7J"YQH<;V' ?FC"XZSU%7L\OG[A#&>;_58_:BT/YN_P38SL*^@DZR M[>M,1/2B>WF0RAK#,VOYE/CDX=T>XJ/6# JVX+DXBU"[)E"8(D=VCTF>AGPV MS0&?S]=F42[!_.;$1B6F6)1KK[$*8Z%0TU%#XDIE9UX.\][<]4H%9^DS4E8!F+72HME7/>+T*MUZCIV#2-'.\T7*8413MG>1G M,&K'R';R_Q5SA'2G1H?!+:Y%QL[+.? P+.MO<4#G4EUKC&P:9T&# >_#.>_6 M8(A7=U0[_+Z'J*ZAFJNAG&4-Q*VEA"-I0'832\0S_!L?%?:JN4PJ7WW%!(AA& [H*0YF_\[GHTGT<9[_UT]#2IS43&C@IB&3Z)[KAIYG>3&- M$[KW(M\!D;9M(_E#.A0IPH\Q+[8NDS1!KX ;>Y;F%QCPCS%/* K0F4N9$LPB M(9%+4[F")W2.UAZZL1NZXK6E[7HCNAN(0C08"<*!/#@KPSCX:BWW?_9;>12% MF6K%GWAX* ;?X%^%8H.375YRT7AL3,JUUVC!.M5NER(\W$ M=V6/.]\&D!BM]#FO' 4!RS;A1V!6T+@T%+^0XC-9WV^:D5$HXZ.WY$QT9!2W M ^\$;"%0#*75M@,WU6[P$;=,8^10#A+GW$3=-K.AKI%B'9>_("0=WZ4TR6_. M-.HI$^\S]!CY+3"$\E(ZS#5&QEXAEYJ1DDO#FT_]#,1ASS0W&YUC'!3LMW:2 MJ)1NJN4V%\!!7E06-JJ[7U/6A(E]5>A!@!E-7%,_U70T,]>4\NNW/&LKNQ[&XLNQO+[K](+'!'IS7NLX/6& M"BJ=S$S:?S'O*Z&-.C]88UI!ZYI$8$F@S0$ /^:SY>2QD&2.* =6U+*3.%# M9A7-ZUN=RT"SA]Đ@X.Y:,SIE% (&1@DR@V!:#TD\]8:=WKS\$PT;RN\!5Z)Q] MQ/LZU**QWLC,\F7>_>D=)C\!I];EX;CE!'G(C@T&L-9.[XZ((&"+/1 Y@-#- MR2&.)_,)*N4S(RG=*7ZM0"JMK:SQK2A+5IZ!5COZ<%_OOW4"P']-ZN,X".T@ MR,.!3MC$3IDM#4%KG*8=MD2JIVZ5.V93+7M$W3KC/+2[.)XGPZ;=%RS7@0$0[?6$< MV(=0_4A\8L<0O(4X@2)*6FXYO(V)_FFCL:%3BQSVOSL#<;&UE0>:<0VARFM- MU$Z3M ;AX3&PSX>\696H=00&H2[AK^*[Q^_]\)B&:,'TCI/SY@+D*NBLM6A M3N"72J4N6(@B0;S8MK MI$H8\R5%C&*;^PT^3"& IQ3 ?<%,08AH<;K@5MLP37H#A;C0[S2%,GXN=O 6 M[:!R[V)J3[1U9W9,'3610I;*A"&3J;!GC0,R@"#SDFUP*O;+D"+.*E8IZQNE MIA)'FI_D9@%;L,B6>L6YEIOT"=-85]JFWO_/WILUMXUD\)_A7'C=I08 3LX M#R\W0L?EZM:)FCI;U1W0,0$D)))1)@@<@;>__9=[R,R="5"2RY9)W^9#=UD2 MAD2.>UA[K>%THD=#/5GF0[5<#(=JOI@O)A,I'(Q.G\8Z&Z;:STIC>=OFS! (M4F Z2BX!NM4#IU8'F2K1:>3PL3 1*0 6+;?>EY=?P8=;@70=S"Z2.N%B!> M7K%AT!5"2+7#P6JWZL\+C1$Y6F4;8B<",]LG'0S?FG9"^(4CY(<8$72([GT.U\Y5" M>TWYJ7^G 'I1_VTGCYDF*X8:[,BU=K3-X.XW3)&O/1< >M,,MQKS<50A? M86M? QY*N&PV7PJOIPE*07L8^*>EEJC<.G^Z.-P=T.*.Z^&2'>Y.N! !1L#$YO MV57ITJ]D!=ĐO1B"T>\E\#+#^9.*7;O7:T\?"E1"VE60G&#**BW@;LUY(2!?1 M0S8X\;T%D4X*1NC;\C$W>**4T)PTL)%N]FL@!^+!\^S7O'SI),$;-&;)B?D M=:@[QEB2T2#6%9[B"D\X8LBE9]Z99YZ-1SU;5N,*U9A,*N"<^8/)93* ;> ML7+- ':!SQK3IBMKY:,DDS"4;"!50,1]!Z'>P,,,'K'@)^4\R2Q2/1#QE)%%X M)PRU C2!^=S"/.)]B)P8\-6\DLC>:]VGB#/$Z[=U=8,?IB1'A?M*W""PM!RY M0L*H?=1I* ^D$!!F9GC>M+1VJ@OK!FIJ=2"2C.J/4H >+]J19Q29)%&)*@3K M=)P:_(HN_CA3Q2)?+!9I/IE,"V7^I1=9FDV+Y3#++)B?G9#RCVO.G7/PW.@M' MV!OST!K0-"+">FK'_B>2>@-[H1T(AR/^MD)Z]9H1/ U711JB@MK(0/VY&% MRC$%K$W@@S4Y+=3ASHN_.]H-@%ZZP'4%.H M8+^M2.(BK!*+9.D@(Z0VMXY/?7MW: 3TH-NCN6^N*Y*?U+K[8IK4AW/B/,A MGN@WZC.K.1B5YV6BAL6>&AV/V,]XJF'66_4F*W>Z MNA6ND/]KF(@@R=+A8/]W*/Z-30N#TVY*D/4X' Y>C\1];/L\Y\;IZ_GL;\+V M*NMGW3<:OI[*AE:P2IYQH]YE9A+\0]JX=L[B0=#1JU0"F57MXPE2"6SMN84H MY!4DWU5=EY17>*"'"/_-@-:1,E=11JA;).(J4@CN>F7_F)7?(Y9A(A2&K]EO M=2Q=\8?UKQE&[&*>?BK\ML4/H_:P%TQ@9Z]=P3>@%]N9Q_X+^KS@4,50='$4 M(18&U>-R3?#%N:F0XG MC_ \L>'1(^0]>9E+ EI>2<\5]IV2]- OH(8<,XDRV2Q5OY+\OJ1<]4$7.W M>N2@A)6NQ8M,_\F,KK\P$0J@OO#[J+E\'=_VJF;65MZ(>&,)9.I[65F; [+9 ML5JZ_[0N89>T.F35CLMHFUU=? L0NLRVP^4XN=^#W08GO/:]YWTJ-B<3G&X"4,=Y:9 8YM5 M>*MZ#<@/M/IWH@4-;-W:-@388YW,I0BB&Y]F7_M7X_W$(@?);8Z1L":J>4 9 M=(Q,WH(ALBJ]:R!SVBLL/L\)& 2\P% 737N_\OS<>QM]K(%RWO3]3=9N?H! 6+FRN:NW$)3WFYT M?4O$=V\WV5=61C=C[HQO=]L.KEK\O/;MS^>W/\@E;F:_/HR' (%?@. M/BYA,#9FFIKQ4REY(9XZ**8/]&RSQ^Z :47^:S?!% ;K(%^_%,483F8+3C#G M=1 DHE+"I[X@R<%0%$2=+^4.;@^9D0&5&5GZUJ]T/=?^R[[63W@+6:)J#5, M\'\ [ZQZH;)U\Z!L6R,#7Y.:UM8-K?H+UY1OG7BJJR*SX RP[W8BZ3R=(ZA7J MW=*DSNRDL0[3;H[[ZL4(?XJA7HXG0SV<#[/)?#A,9M/%.%.C0A?S4P?= MOY$JP5L1!V:#H T>7> M*MM0OH&B+RX7"_]QM/>(X OB-.NU$.Q7YGS '.\59^BZ"!8S"PDD! _= 8C M.Q#=E$-GL [*Y]M]E/(P?MM?;K<59?8_-(> MD.XUNSG%BRV_^HZ#KYC=H>=L5RJS"##\ZB>^,0A-=WPBU2ZU-:*\P7<+)(9 M]K).-G;X=,:^ZJ@=,%]5YF TL F)8<1JLSJPN4@MA?_LX) T;>7S4@MYHRC; MSPG^HQK+;6UE\(I^>$E_3M9-V*,)X%1A7"F?3(P'EA@,] M40#?3DZK ,45@W;]MLN/6G1SQT!?0(;)I 0?WTB9E>A-L5;@@4(XYM/T3O&_ #AC"A^/@% MC>U;Z]8@%2JC5RB'(G6ZI/(++4>W ^/^!9F,"/Z"B[G"J]#-8+;LQ"NT)2)Z MG<@POOFPUW*$C35YM=_X@NC=[;DW/ MQP-^Q?YC0K\B.)#YYWJ_*;-RR^>*U?DP@VQ62? PT2CZS (Y0P&F-%XXN3B^+ M5]0>LPJ$\(T/TC1V=-6H$TM9"]BQ>8;6L;]>AND>;Q.8 R/^'!"8)6'A&"[P MYO@*=[AHM^P<. 4PE7PRH$Y?X3)I_C_.JZT:]US=H9<]0*F MABQ5;04!O@MP[8DE'R%4;,&@#+$Z4C']+PJ"%4&K'5.[2Q2WG1H4[X,'^B. M^VJ_RLE4AMOP&+>,^\)=D 47SZ%;?+FOSUC/!VH^&2[FB\&D6(Z7RS2?C-58 M+R:+;%F 1L>B;U MH==[(-K\'4O;SB%5Y_F". YJ0T$!:#JNSP@*2="))D(5=X-OD&G)1J]"B3\4 M541J$2[4P'=BYM1)":'%4A 7";?J]$E5MP2N7;O/8>"04I5K[5QQ.A=!2H8H MC"WOY$60MP2_'6=B2(N!Q3GGL5!X_-]!"/3A!W>N8VY24]L#U&OAZ,JB^// M@,2'&@)<.,%WBN58-N2BP6GZT0)!;46+8C=N$WOZ;L:N0U;"5]NHW>^X(^ MF11:T;F9./%88'&C_N!]"R(E[97:6QNST$OA G] ;ZUM0:+]$@'8"F*X?*MLO. MM&?%BQ%_8)D]IU"5@!*N!\YBD6VJTJFP-0BI*+3F"E\F4K)%T- 1J;9L6)10 MJ0(,. 0VP'X!T0" =@N5'YGI[^IG6^OCZZD=0Q9\?)_Q"&_H"SSW$T=#XWK$ MW8/Y\^$5%)'TKD83+0VV)>$I<\!1Y-"/AHCQKG"!]'Q=;LIFQWQ-+J K](EV M 5F=191T %,4EEJ;-0HF#^Z=]66NDP!]GY90P[Y1 N=MHB=^LB9M$BYD0R^U8TZ)+8)6P9MWX!U>R\K<79D!,9, 8N8 88*D6A/F T0UN#M%<6#<90] AL1!AR!R M(''E0,JHKSB/M]$HLE9*E3=1YV*-M: #DNB!U7I=Y;1#>0:*L,L4U7_:FU@6@ MDO#K]ZJD@@SN.)>,=-N"36GPIXD/-A\'#]:*6OB)+*61LO@.6X7^>+IFDVC*-ME*<"D58]& MEVA3L\BD@' 59R?)P,Y)'_UCFA V1!-=@JVK6"2$C8N(\#8P*>>K34T #R9 MK7K$?O*ET)9F!?)YSB^*0SCBH]E5D9%$!B!B.(@,8OBC1Z/MP*IW 3Z\HJ6C MZXQ"Y+1AD+S#F0%8AO*&KN7@@T=N.CTL(3:F9T[X -\IS"?,;\ MYV1N@R&0*&DO)@:;Z!"":!$R,P.]M.L=C73(-$8/*0LQA2QFIMTY>)>EWMAU M\ CR- +4+++:3H1EEI<"2B##X+'H:;HK._[-A5M8S0YP0!EK-[E-.[K:]@AXSC7,!]84 M=:@5L9^:>TH Q<,>:8^HD-IR*L &7<7-^+_W^:T+RW2$"\SV![M)#3_3ZQ[] MG@Z2)ARANL3H$:/FJ L)5H<^G$"98=Y(&_;8K YT@"GAVU^'"%LJJ'C0U< M^3WZ"G7E9&E/,W@ <8MMM(8(0A:?VSVI2-W!00:[<%!IB)(!?*NNJ_H(Y-F8 ?!9M!=6*0$'GM^\//7AEGX*JJ ^Z@)_K:M@9O?!E<;"G:6ZW1O M7'E+,M8" 6,5'6(Z&"U)=52BJZC=F&WC0U"2LC7A67%T 809NW":X/-X>AS9 MK3RGIRI7_KME2^RK"2,-84Z*) 84D3L ZU$,W4M1M,#4L:G2:FQK4B,]$BOL M:=IY1 3D)CC_'84XO@$=M1E.V&D3C_=-=V6Q&B) M7WB9EPI2(-5#Q,I11;O+FN'"[7EE#6T5]\" 1R.LP6\V(R'$^R\611C!?Y M=)$/4I7GQ7@Z4./3XUJ^&VKY#^'XO\,Q/#'$Q1T@EBH7IB+9ZAV&5Y"M^A%#IQ#3EP\U M5 !O7.DNP7&B#,.1\Q$R&2)W9F/]UHPX)FPCW%^?=7%&B^G%;45%1EVVX7=T M7)U6]DFEU;T6;D_W:L59EF,>E!!3((CNB SA!PGR%=E1[PC!/ .#:!8M*W]B7>98'Q^L>")/]@FA5 M\[T\HG)=R['#?D9%K9R%#"D-LQBL,'22($QU*GZL"L'%%Z: 3Q0$1=?.ZC M: &>)QW*)%!,-$O&K#P^EW%=@4L,)7GHW/$RD74;T6GEYP!'7=WHVVWE]TV -MEZL;R++%;#Q8+HO1$-1>B9 X8VYL M[?95P ?=#4]$A$PM"CQ7KJ;?"H-V\K- 0Z2I9S0BJ;K=^]/P/'3WS0YORT^[P M"O0]7+QW-OM;WUH&P<=_U8^-"S\?^>SQ\S[_,S/IA#8JSC2/7IY+X_Q4! X M9 ;B4&>RU8BKD#/AP=6/!E=!R3'@!,VBJ%DEQ2^>EGIF;Z<(2X(/;0[C0(CT MPSGDCU(NX'&Q8F<4C7^E>H_.LE%Z73:YTT2@(2H M?7Q(?$K(N7O1 0%13N,@K*K-;52$;U,6Q KRDJ5@4Y!FT&HP7^Q!C5&I8CZ: M9[F>CZ=]JPM3FX(?#^E8'(#.+7K<@X[PKGTA]@,S(*,&!Y"7KI0(TZ*.8?) MF7?:,SS$UDCBH?Z!$BYXD3X=*9_ Q8<(/[@M.S?'?047] [X8XW=59Z1A)R8 M%GV2Y&<(F2@%3INV/X*6KS%53MDDRT^U8TZ1+29<._J&[3%)J$$MQMSYELV1 M4';[R*.LM:9\E";!-4 O(]MXOZ!4@Q ?C.!V8'3QLEF, .#U/D]/ [@ ,&AN) M S\^&&B*47]O-E"+4&X*2J#"G8Z[]"H"!2!D*4B0]8DFC-6"-->-7@ ^AJ(F M\,"UY'IO#WDPGR0'N_,:1!FAF&JV?":,6&O"14?'WJ(//>?HWID=)A&]2$E9 M\3,%MAG2$6F9'3E:SV4+E*- [%EN@"KLV1+E!@S>:6#:4W5S [1=P^P7<_N7@ M]MD%W'X!MU_ [1=P^V<=X S&DR V*??24WMC@M5(]OT\"RG*T'>@NP JL%^O M7: *>5T5B- /5F@MXD9NO%CIWU<,&B>*O'NXT)E3,,R&RUB-8(."%^I'9\), M-^EHN%13K4>IFF3C*4XOD\]V$)S(V!>OKPQG>#")+T2#87^ON^-H/?:!>N MZDY_7&,&[QB(CX5% [@Z,94;>!JM8#66:#\2S.ZLE1:4,($KZJ+.3;76R$0! MJTI;)GRO6XFHR9/[,6<]M.3<,+J: ^]<>*_"7@!+LP$5U6B-KD5<3O"<^=QR MGUM1 H#'$TV!>^G_P-Y,%2 4'&<@T=T-UD]T(J165BUN,),,YJ^[7 'S%;L MCR0\"3 -$F7HS4;$D]*AYK$YK6^R

8\7BWIXDG-Y^SF]1*E42\?$P_'86 M93/7W:T[N=/?3Z0.MXSE="2=4F!+/'"?.JA42W3;=7@\AG9\?Z_-U$AH73XA MY1O"V 5.TA')0R2KJB4#(RD0(KI)>VP31<7<''- P8Q%*=5,;'MT1&B0KJ/$V M$&&WI$G%NHRDLM+5ME1GP(Z/23K[NYBQYES"4X^.W\FGKLO?4>56"'E^"CUB@[; M/S8EW(?HZJ;WH48N[D/O-T\112>N.9[WZ%CE>"$D658 [56!+0&TY:5(W3[6 M*W9"^F.;1Z-Y]M _>)[:UL#8E Y]LYM^)&P*N0&*R[.\%T:]VU&9WN6O'=MF M1U_M&^1H&HK$@[4:@FJDYRPP+OFRE2HM^Z5G3)=C.WR04(M7"*)NP]M6,@E M6)!N^SQ?8U--["2/[0KF$!BGLC^M(6H![US"!%&-WL<27 '7M4D07T7/ 5/ M%&\!/[\,-U2AR9:,66J ER=&NX03%U9\ YRDFU JOO3#EGL 5:&55R<^8DP MCO@-LGG(5Q;KF]!F.3>_^:O-E_: G?M'6MP2=1$01X=G"'G7^TO8 MS##VC!&*Q6"FE^-T.1LMAY/1W MO;,1[QJ.7\\(S K1//_/]Z_[?WV4^_W=V]_N7G_]OT+,FT7(YTM1NEXDD^& M(ZUFV6@X5A,]**;C0BU&TGZ9L)77P4QZS7[_C@15$;" /?NE&,X(8,VG-*B M;'@(QO\.'(Q%I79(!N&\X="(T MM;CTJH]ZOK!^)9+!<5R#JM 5@4@16SQ&,2[V2H12C]H2C':)MQH!_9C2%+X MF%:FF6"Q<%%0D!)8(SK4WI%:E4F^):+77-J;Q= 7UL3DHB$WI3T< MQ8IANGZS$"!G41^VD&ZTY((?RUUF3N6DA_F9NJK6QO@SW*#FY,; K^'%H7T M>2>R@V0/_FBDK<0#*9F<+-'OV=;?$KVY"U\'M@0)1. BI-E X/*K;*4:1QQI M64//@(2.9+D;8YU:F262I@%F'--,]C-,1U<'K04E!=_VAF^[9]C1VMCVD+8C MQ"-RC[V4E7[XD%(E_2PK\'3!*(@6HI&H-M K6-6W55 I-]\E/@\]_JAV2H@ ME)2R(]7&O)))Y5%&F!MR]=C,]!@C>;ON-F&;X$W[LFVLXUT@BN0A\5?$77 M\SBA@(;I) J91YFB^-'_W;=4*=4KXRV!/]SLX">L2S+[SZT6W0%1MPI_+LK5 MFAAD=^4]MNOI7;M=9RQJ-?:M\FN:M&8C<8!KT[K$EG?R_FV6Q*MHX<,P&B=% M^(KR ,;HPO=S"/=.*W(0GK^)VX*E%]6NZB?1'621UOE%?BCC?&>]Z\ZV(PJ?0*ZYA-2=U S2U MP6D6X!L1H&_F(1;E!^^"]2U>ALTG]_HN1*;@\1.33%FMVM&TF1./=*M![6 M?$U88#'>]=E]4*0?5WDIS6K"JFR0EC2J8']JM;%=-=M=2WST -X)W[F'?^8TX> M02;&+;$NSC5L%ENR 37?E]O,2(&5"4_FL[N,QC:G(Z9 MG @=B<71IFKPH=8,61U(>8XP3OP'L?C%@=WX! M[%X NQ? [@6P^WELU)%MDQY"W>RN6G:5$25E98P&E^STD4T;ZO**UCN9,8;X MUJ,48;&A 5;+,5)K78!/;5QV7U0F!;!+9A%C",*%WY+8=*8UBO3T)2$@FB3@ MW$N+Q? *)N:RC^".*J6PZOB^)8,N=C[Y#S*2U^*Q2AZM'VSS?;ON*R.16/FFZ M'.MT/BA272PGBVR4&C-D6N2S;+@<+#Z:#$Q=>3\'E_R_08 3FQN MU:UUS6P4!8- ^>+?]EVJ:*BM=/6F"WVE;48&(&%/80X!(L0R:*UXV'1EG#\!+ M NP. X$[L@-;7Z?,_<4{JY'UN]X#-;L'I'B<.!DJ]4VUWH/ARW3QLH2I(,H M(>*T92TFR<5&>)\'4E[3P!^\@:P(H+8PRF9<4;W>^JQ5T!]8YV[R%S@CS!,PL@/.JDBCF MA1%*&QR4U%?Q6>2A76YBUC0I2S]);!L-LZPL.7);7BUWR +B^HU9M7@IS@$ MOZTOYV'=QL*K)NQAL03X#EH%B/B_S*3C\QDU^K[\MF.4#\IG>&AWJN4IKLY M?62WO=-JM0.X7XUC4FBTXR#[!8D>DMTS_[Q5F_+?BA+S]$!;#]]D=U6U$N%S MEV@262/F'4#V&$@5F3^L%/&BFM-Q"P>D.5)(N02BFIC%\XT1 6]^_;U+A^Y4 MN:*9,\Z"?0VK:4^98+S.?C:8C7OP@UBIKJPY\976E6MZ8[>#8;O76YRZ MH$R@TE)TI=TE7"1_7>5Z10O8_[QZTIO(VJ("# M1Y*^ILL7\'X#&2UFA H#^D!G2});47WXLM+6FG-M:KV7;S/4SA=C]8:)SY\JOA0&266X(.$4,O+R1D M@O"+"9I$V 5E(:XV81)Q,":]?U<;'&:7X<_,8#I#Y@^7H#;$+?W2#1-H(5'UP M[KE"ZI#IZ\GI4X;69.W'V3'8?)*X'5,S\-\N+7H;(?TCF@4HNY<98LGU.E M6L$X:]09)ZY++#.E 6P/B1$OVD#R&0VK'!Y7_@MYF M7S:*%&N37G6D^:]?SC'4Z6@TF RR\7PPFJ3SB5IDB\5@-I[.5;,TLFI;O#J1W"+I@;[;\I "O .:Q=_<'KA+C,,9V9P?T4#;?%52(XM-)F MYGW4A- 5AG0V/<4%KS$R_;JV])4+/>AT&1'PSJ1R*EJ==7QEHYF*G>E!DN*3- M?G$+)A;ZN^;&K4NDF6.SS?PNE'D_:C UO5:3LY(?5 VFR,$7B07H!++=WH!V M[@:3.@(M:)L&^XS7UV4V+5^<;[\)[^.."N8X_@V%P_'/@;CJ7++@"#Q[SD3_M M:Q@E$'=JU4EVU1.38HUI Y76N\!4"Y01?#24/8A/=*/;&KJ7XQ4>ZN%TDF9% M,

M>%7D+G=)LEX5?1DD+2F406NA%KP;JK'54E&0U(%N7UZ5<+R<3D?9,IN-5#'1 MDV(Y57HP-+\=+<9+/3@QQ^/BN^)X_)UKYHJ0.OT\A. [!$.1(-N>,PV1+D44 M2>

*{S0G,FZ5JD<:A/+!/'MY:MGO$/?7^K%+>KS:Z=S4TSRL< MJO?(Y9T9XR,4]lT!RJ1'1@4HGKVJBE?;*ONH=UT,,,IX,"?GOF9"O+C_@W?<*

MEV8=9RIX9'DDEWRDHP0JEB=UH*,O=Q>I--B-!H-ATK/H/E*$VGJ9[];)ZG MTV*NTQ,KI"Y>3[ZCO4BFF\VZY>38B,>BR!\Y*DK%G@%0)_*#AX)P,GL[<)E R1)@).D&9G M4UGH4#) _/O^MK9W54KQE4%,67(D75;!9ZV"0)/DB'#&"QY,^7QA#BV53U-C M0*2SY;08#C,]&\|V'Z43-3UX@^XVP=5_EV/KM86.6U%VYQ17%B/)3&]!/P&G_M.BKSC*&R9P+-?'VZN6LVF1..#509A\Z4T';V9!)FL2 -N&.5\'%)|^>W4%PH M_]RW4;N.|*D|-4$#W/R5@E&=&D?,XL=4%CXK_WDU1Z$]&#L[(RUAK(#6%;= MY27 E.\+-@F^&X9OS>&-P .+ /&52?Q^P+2 (X7\V['W)"JGD2)1K;6,6=H_ MNRKBF- ^PC97O)]: <#2-G9^.E(OT]<9RZRRA:8X13 >%VQCL$D]I["\IONK" MH]TO[8HQ[P2?^GEO8\/IMX(-/T^4IB2<2WN@1)@7E >@X)CX:<*1"->CJ&P MQQ1916^D=?\C,M,(E<$W!'RD\#"\K/MLJQXV5Q_M/6I>_ +XR-\/R(\I67:]E M\32WK7,!\;PJV]WOU$3V M.Y SC7=[@A_C_N%G#%;Z>DP7)CN2<)*: ;-"? 6%!5(Ft'4B)>;=*1E3= _,&1 MUPMESJ?0=5 6;&*WL!#',&+4B>+>EQO8R,UEJ^JVDEHMKB;@)=U/O2?/F_>3 MG'9\%14TG ,)&"*JA6$:Z<<*VA_N)&Q3&

*{OBY*N\>_\YPT5^8\P\5;"A=@[< MTK"%;\ROf12Z!V$'B,@7&G-@#'\UU\"I])VF'3GI"^&:%_!X53;B3_;62V** M|%X?;+XPWZ_3!P6@(?OX?W:NV;YSAW:,]V&?"5.MMUA MBZJAJ.R#=.:]H[X#<{M4 M]!,EI:%XTQ;B4FQZ'\M=9N:Q#>4#E "Z/E6@) I2U-&>*P2?I$P"#LQQWQF. M$;U2H,-:/8S+[I\WP=Y,Y0O!JE/T>BR6<7"X!U!&00)7|&J$P-SK MVI>,Y&C)7I5<;=((PH*;#T ;=>D=A[A^'G'<>#@N\M$@<3]2-L"S6?LRK"?^M>!,,G)^/6F\#D RL"*^S#2E#PCN8]0'Y?1(V-9[@.K6"[2P"#? .J9[AFA87G64P%A167]*

("B<:.$W>6(+F(H#7844 M3\ZW!13YRLFH4>A9P3K'S_JY:G!#_.Z,E^'@Q 7\-HX0SH'<,8PWXK[&U=M<0X8).?\4/D*88"1[#Z?.$T61K)Z$<$/CG1O3D+)!&&(NX[(0QZT>

*MB&74EL_Z7UD;79\EB[^GWX5]9^);2UH+4 QPI$"**N8AZ-)X^+5"G@<+L+=) M!->%C*WUV M"A_N-/%=@$0;.W66&A^LW95ZP'LHKDT_ "1]R*NP+H+;!,DK >4'5WV+J9E MCS;1.B9=R-O01ZBM&+|z=W>X9$ #RL%QR3&9#=@5=E:52>'L8 XHE52=YN M.$3;#(9YO-T-DW37!6C;#:=+:,%><2BD5"*

MZ^E@E+'J@UC4S:_OOWEUYN?;MZ@=@%&=S|^OZ/=]>_OGG[8CBMZ7)03-/E MLIB.11-<%VDZ'$]R-5[.1OFH6(Q/B]/Z=M&/9P0/9Z_G3P"U;BS#SEF@@[YT MKH Y%ZV5*2JKVC'I M9'=^_@[%?+D)*%/W"&CB.XG/GEC5"B.TB4=;\2WR+%RLB" U\9%R)'Y/!J_MDT(*3]E_[70!5'V"18HAVP&38,>)1.?ZL2;,R8$!E'$Y.1# 9RYP*

MH"OOKNR8QQ3^KEF)VD!%!+F&_.XX?K4C;XUYZ060A3X=-X++QO:U]_0O, ' MCTB&_'R0!?QS7Z.+QD)RL$2;"A<77=QU^A=J23N!&P09@8AUY1U@U34S;10YE1@!8V0AO^ MBQYY%*S(.&-S!U>/UM7^%C<.^(O7L)20(2K$LS[HFCP5E!ZY@KXXOPV1*^9T9WL4P@<0/=U/O2?/F_>3 MG'9\%14TG ,)&"*JA6$:Z<<*VA_N)&Q3&*

*SEE|A*ZCYf5HB4R?LZD=HR>?-.R@@:JSI>+" >D2S#^EZ(@L/=|B4P'OA-M[>S3)|P^<"-U$^>M]\DP ME#JV)&'{)150@|<,OV#E"T;Q!5YE">DYE'>2*9%N8YC BQW\K %'20]*%% M<*:D6_T(!)0#!A<22]+I\YQ7D\G'A ;4UQ< M7=|TAXKCKC/KT'F17>>8U,K1:]TRF'?O#=GV&/1) >+#3PK]Q$HU)'"_9)NZ#5QXVL<]@$YM:Z501 M(!K-QLFA(.5+_F^R5OG&R;!+V8O@XNYDQU,_]"GJV7?Y-DMU@_F=\&O8+J;N M%-W/^MTAESXVKL%QY+K! @:I/9#6+%\S4|LVIS-,*S_GK3)V. 13V2?CP\W><@:)]*O MD.V\NPB#M*5\@$"Z19>^G/#4\;FTU6M,"D2QQF6Q]XW-O-YIZE'C/Z)%Y*.%"#HL(GV M;DT"P8KKB&UON]#0PN6954608 P,L?>R,=K O-YM<"_FE*BOO0?%'B_.I3-7 M#">GM6YA\|YN44.1<$U QT;$^5 {O>'66>*%;L#\G0B$R %QK],>^$8SV**' MDMC(O5!JA7ZY5H1*>$\|[I=6M\?OJ-CUTN#Y< .5 M+HR9#;.^Y7,(3WN# ==U[O.]'Q2]<9-&]<@$*D:.^YMO-@#>C[BH.>.-%/>]V MVOMZ,.CT(-WLUE(&])%V%@<'%_V=/+.ROXGZCXJT%7HW(FJ.-&T3(#0]WN0! MP2*"#)-4^?Q*+X4?"BHQ&[Q#SU1(DNMQ@.2$K R[Y5\)2;LT+O_W!T..R$. M7.F92O)UCF37@FU-1OY#8B@S=A>*&MO:>.<.X#(L81S2&%(4L;*X1#NSS?5@H;_N;J44+PC.&614,QW'/ZLA;"&G# MJD1M.3Q:=_"@A59EV'KH>SEQ>Q8XW^(JZ[EK_76*JB%|[-L)&4WGS5 M+!YZ!?5-!4R%)"X^>3O"H$SSJ M!(JZ=?"H#@B'@O+N=#5>)/-Q-!O-5+18*36;JH5.3K-QU!. {1VIZ+YL0CHLO-M7S[\}>,OEQ^_#BX^OA||^?M?>K|\^O7#Q|\^6Y^LBK)T.5E%:1K'T329QI:E M(IYG:C2;3_>3\;'[9%/^4+H_HD_V:V7NE>GJV"VQ0@@#"SLUK>)@4:S'F1(MU_233WSMS:N02)J- -(J.&<773|/.^W M7*GC =:DEA4SWH 0=I4V4\K%0(8J8+.!\=,(. ^[J/SM#A^CNIEH?@1XB*L&AU M=PWJ(N:/=KB0L*(^N8. (N@M%UXIS*_!/^&Z%$O6HW4+TABN*P\$-MG@-!'[W M-O!")HA-U46RV\3$:@L9A9R*T^M<4VOL=@N;B_NCN?9%ARP\];&Y=U*@O)S (M(OO4K+@TM[/9]\[>_9V7@%R? RT+"E\-]CI<40K9X^S(+'2=-$B[GNT;D.GP*_M'A6"!B"GJ(KDOI&OD'1J+4U;QN/1]EHYZH24,V1&|NUN6|UK6W@TH6+1NH MIX[7Z/9).%F(NK"3U:WHH[8K9E2QSB02S|&62?,%(147^,6QSW!4BX0E7-MO-,KE IP-I.L;\PSB=O8*_%+ ^NH63 ,.QC6<@I;QMCZH=4=$G9B3W1OI".N7 M[Z1H$0A?8DD%2I,>_2)9]OP;89K$)Y$G=; PDD[97/ZCAC-TRP#^K).JOQ& MKMG#.IC6=L\!IT(^(4KNEIN5!]6PE!R/0OZ/T$Q)9:$>SFVW_;U5@CMK54 M\"DK25N2]'?2+(+)P5_F5.#*"8.$L9;79TOTL! (>U\>BXA%;$[#WL*FI@OOFK M.'3UH%!<@3+Q0"5XQ5OOU8*)E+GJS;UUJ9VC][_K9+<-ZS_N&FF9(!*;7C74 MGKB$R+6=]B(Z@S(QDCH"Y4;P=4HV [.P7#-XB8I2(*Q(.'25$!134,2*<]4|@G_JCF6$-CIX M)V'WN+A@X_D\^3K)L6^Q)ZB .?F&\4-K<)\ &C3+'5/$T-A M]H[@_]P-1]7Z^@9L8VSKME:6.86- .6J/7/>WB924M7.,J-.C2L'0 .W^!-S MSD$W5JR*;]B1'3@28R)8QH3#-9XA%AP/O(20--YT M(,(-V, -+3SXX&PV"_G6.1Z6YM0OX&%KE4**ZD9CGDK\C6N.P&2P*P EC>&1 MLUO)=:XS,0MV=**2BT;*48"F@+=>\ZF]D9,1!,=\DJ$@EER.5?MVFV?#?7,9-,E@Y-@G7 PR%$*^/(O!>_)S(,=.-4O MOY.5FA[W|LAYKR9*Y@9)!Y$X)*_=3_M\L@ZRT%Y!4@/C1+T02=0^/!U!499!-MNCMF<;*_"-YF5)"]L6,UUH$))*H33$*487.1,=<)1<)OU;9%#%S+<^N%GOA M=.!4;E5P'5B1,C"QG=/82'!8]>X#=/-G/4IH#B[L$_>? M/_WVX>-?!^*RGR_?77[X]2M=Z.OGBX]??KK\/+CX]=?/G_YQ\?/@XZ>O'!Y= M#K[\[>+GGP=_N1R\O[S\Y1+O,'X0EW%? ^/23N?_EP/STZZXE'2O A60A_*C=*_A0 4?I.XS5#$I*M=O<GV5(G[PRIVK+!*FA+!,@2ZP\1#PQ5O,[C7$7%_-<\;PP9]@*?^- -2O Y07 MF3GYT0X0R3;.0/XI>^!0G$C6)WQ:ZBN,,N!9NO#52IS,-75MD$'LBU'XVA M_8@QGE@S=7L+!34\'C\$@/XP&:I6G7\RCT;1*LN2A1.9_3.J\WEJB+EP(T R:;UUR< _^=-.5+Y,+I8ZR>!DK$RAET3C)YGJRG$QZX%T=,?(_*.^J /)-=.^A M0-B.)S+/D6==*]M125C!K6ZSS1V8/|H6U|&\\5,S9,HB<;1+(fC)%;I-$IF M.EYDDW$/8N1C@F8>Z5-SRZQ[M&<Q>:09\>LH_F[4>3%/D(R=]M?¥R9T)/#U(5H7N991H116NIBB!=>TM3-UB7B54] MA-O(]#8 =*P5E^T%>,.+7G6B>[BM:\^?068=!M_G[?O=]HZ^=G?5Y[M,9O/5_-Q.M%)HJ-Q/%,S23K+5O/59#S1X\6B!_,BB+*#C[07B%_K%8+HT<'A MYUU=\2R93--1.EDD:313R7(2]5FB5VH\2M*Q?C$ZY .K:],#U=61L$,C1"1^ MREC%SR=Q8SN5TD:DHBO5R%,W'H]ET/)FE63;=]F"QSWNVV"\]7VXG MDL]VT31;PNAD3I$Y;LTNF?V)"/2K)"D/+TC0MUL=)H3O9R7XW*VWXV4"7+]K@)'2 @*L$%Z'.&H 9(% <,>- M)W3/WX9>/TL|\.5YW/<6Q]T<-GE!7Y[")Y&Q>(,S6'^.6HQ]>,U >/=HWEG M*L- -*Q&Z]'2CO]DY2V[P%/F12$\H.S%=N8N@VO#2.*LGY^8\5R*OE,!O5C(,M#Z\4QW(:]C!*G!>\1?RG8R4X!!RI1D(!BR;]V M3&S3K>H$DB(F;H#&FIS[H!52YL$OF<)C!@;2*$U30HU=<(\ZZ%TINSF M1P[("6_L:BD7Q"IVE#CO_]QA,S E@2#]L!('E/E!]9'+IO&N7.]ZI#9Z0*Z; M]^74K3 56E68@[7A$>9 MV7.#D\'>? B*90_T:O+T:=NOBJ+L5\M/]G",S-ET,*6 .V.V;)0U2,=$,Q%@:.H#[P[?2 R--]Y"6] .Z<%!KG!PK^L/E#?G]DCVR MBS3R/)221F3V$Y4+[;/LY]P(4%RP9YMLJ&>24#? 6CCF55)1K;$MO0@"\;Z] M .J?":I=P>0:B IZ.EPP;@CL2$&/=&M')O#+[?\.4)O(/>85)5B#KF(]62HX M>4TH>,K1/?7HGGIT_W'"]FS4HW0]T3WUZ+[6'MTC 9;/? (^'5$%O^H[GQF?) MTR 2|>>[\%5"KBEK0U"4)9IR"6H;QI93&'V MGG+[QI4S<65\$.BsO6IP2Z-,RN^\ W(:VI%N^V:,GMS4R;?]!.U::KT#;7Q MT7/ WDGQV*RIM EP\|\[&&GI84>%#>%/'Y59)M"<@AH;T+MR]/#R"VUN>,!W M, =-'#R_/;=#=-%XR^%3KNK12)KZ; FHD4(C!\&\X^*8!+6IVB?E$6>Q]^D%$ M[]J^,H6G.;U, 2@4L=8 &, A(,Y57O/@&MVJ[(_8!.[&W M.1"Z5\@XW(2K2Z8$JK(9:Z>A!N55P;_]4EM*0+,#Q14]EW_HY<6B MX7.*ZC!Q.0VZ5_YAZ#_.NK4M4*"1)-M!.96M+Y1,Z7X AGPW1-.;FSL-P(*H(UIC59FH:H*NBN(I[QDO^'[EI8)ZP 5 MO"3,YS!U6NBM6S>!M$5B@9]7/I&*\(EP+)6[?4.6Q>T$*ANU+EUO>Q"6]QE8WPGT-K)I2D3&INH^-5I[9@:CZV/_[M[61GP M3MJMK5 ;1)8>'N*U3?4&4218H$E/%^A.)XETT0MXF4\CZ)T-%+39#Q?S/1XKA91DAQ? M)+8W@KY/(X_]="-04'LC;/847*(_N_M=-NLCW)WV-5) ,/O<*IG%#\#A92M) M_=- @5"1\AL0 3A01#3K30/T,!"622E-(@B3S0#E,HJ6LKX4GK/N25%14S>.<. M$$],D0"2HW2]J: .:%1#$VVU#'P[1@9P[<4WO3'K>\6$!K_*/?$[AN>T+=2"Y M81/[RR7VV%1WJ%"+9W26'.0@R>CM5D6.Y1H"6-S5E@U-BNM8MCH_G&S;E MP*F-%\JDZ)T3>6.SQB$?42AE-X8?EL&@U1[!90'>15]F?..>]F.J,QTWE MI ? 4Y.H/%SU$W+#=Q.(_&WJ'GKR2U:H:<2,)%RQ?_UU1.8*%&<8%BS5#\1 M#8D9YJN22%*'GH.G^K'VR#R<3?AEM;I4@[>BZB;]0&I=CGIU]@8RPULSLU>8 M^]@5:ROH1Z%DF^OF(3LON*8@3^7I,(!6"$7ND'&Q\QP-4WZ62 ?RD9"+PW<3%'/_A/>KVXPZ['[5# M2L<__2,>OC7:-L\]23[*AX09(+=X\"XT3 *+DET6JM'H0;BD2!? 1EVU-=X) MJ^.2P8XLUOM/O7"|=[SIW O P]93:57!4<:V2+3WD/9GXVV_-S+ M>5]KXLKL/"'V?=AO!X18[?C-#JPJB"F$[X150MFWE@+9!UEL.EQ>/H@B9$("$%7CX_'WB M(\G.!)R3.KC"D/+AY/PI9QR?F"DP|=#M:.IK'8:X_@_M->7@J@?L3U/C$K," M?FB!=EDN8U%9 X"!,Z.T"&QYN#U*=CR%,=G'\X;8%I(U5>WOE3F;H$]>G@F M$XUA!? 4$B,,P&D.J+ZP\[#8Q!5.M@UKK,>N4KHQQ*/ZU:Y!YP<#,R!@WA\W ME,>-@L*&#Q]XCFP? 2\5T)NF3L?!9K?>YF](2\'4%D/(?2@\ 3 M CV/K^_>]9U2LU=I>I* (]/"])]IC/SSGCS"]7V!$HM[9%V5I#D,0@4!6?ZW] M+H'9]/;(/N%9R&%0VSU_C_% VF=P4$E&&$P I*Y?W.;//(6IPC@M'AY\B*A M6>ZETMLV(_!3 \BI >34 /*&T 6IP:04P/(J0'DU #R).>EE>%@-?:@T+CO MU'=A<,,'ITHF^!4G/_SI7!:$<@M*_ #ZY(DZ3<,)]C%WM1^QPW+UGG6N%IX M)4Y"N5Q%R,@N4[Z!]VA]VD/N9\=X\3OJ!]Q$ A*/,BI? _VN7<^;6;975H##3 M?C#G*$!.\7;[PGORUJOT64'%YJT_EUR#9F,Q:#Y-5GHQ'T^B2::6X[&. MQI-).AU%49PD1X=FO!&U _^!9E+B%^'*O.Z/;_D>9/$9>H9^+. *T7FH0D% M8PITL-[L 65(J>2JGV*D@!2:-'6MF]/HF$T 5]+4L9!:QH?D!\O/=6&U>0 M5P8J09C0!=]$A;!=(6[EY"XKZ9F4\FT&9 MCZ,+911'JRS.HI4R6:UFR|$XFT=9O(BB27QT@_)"*? ?8E ^)00Q)9VU|SI3 MN_7VR#;EHK/SP?@/9OU320W+R:'W*LHF#;PE|S5TE;U_D^VYJD^CP!)Q*(-L,%LO$FNKNTM45>)*+. MQ8!96$5IBGG)'F96;%79;)DCMZ1M[T&- S)3K0WZ6*F>UV-@;@#>C78D&&]-^" M5T+=FMA?P^TG&T$*1TQ#!YMSG<*<+=#B9HZ?QMJ%=$3YWIZ!QR.N*$.P85UW3 MCIXS7@UGLS5Y ,S>5=CZ]*7QYIQ9QWPLR6/Y#B@@&'9AB4P:Z0)P[RQ=/R7,1>9FY..G2$#VRE(JH(J2?3-5K&)0SB] MG$%W)+9>@? <<%+D>E;4*7E7S%"4_@?0:5XA56SD86*9K@'5OT=V2]#CT>ZM=-.MAJ,BT$0@28$@-[_2KB.S#]J=68,$E]B#M_XSTC+Y0EVV0P|_5P 3(+,R6^Q/W3'+!WW:LWAD):#V MK>WR'KGMJFF5QSHZ0;E6O+F!U$>]+ R(F.0(^C^X=5QP+IZ\]"]HN(=0")M%8 M_0:%6Z6O5)4Z%K7N;M2NY3[TW($^>0'VV-@_H//:@J.73'1M7KVR2CJ#*UWH MBIP%S+_ 46H^ CDQ<[T;$M68- MP:="#_YFUAB<5;^85V"F$9%8@_H& M@U>%%=*-<5F3G%4)"%<5V%.T'([X8D.]->SW)8.O'$>'4\12#+<[?T6-,I*7. M5CM;& K2X/#",YNQ1-GCHA!NN0C"N G*13O!NL%$+259:#S78*D3[XWUP;A?KKRL^N.#%<-2$&-&B'GV"F$+Dj]DC)Y*SJWO/ M[M6K.#<CN6'WU9WQU>KK_&/L#I+N!?#F !1-@MYX17.JV)/9D4$!D6Y MI.>K38ST-(EGR7BL|2A2.EDM$CV9JF4ZGZK)*%H=O3;Q0NI;/Z0VT:(O.G)E MXJ=7F>T_JM|.T.-KCG^$I6DY%2V8)YT*?%B|)XX^L59 /IS8!+G%;]3F'.WQ81;LNU"=N1YSHOW_^8VS;_>Z,] M[GRM[@Z:YU/3X*EI\-0T^(>;!I>GIL%3T^:"I:?#4-/@TU2@9&UFG86C<#6"Y M(40%!8+XSZTKU3PBV@I<$+X@_MM=T_SD K':L=2KP?9.KV_UX&P\.7^#K!6N M/L-X07,@XY$N D=Q-R$DQ: !QGKDFXU.$:4#Z(C"S/MV)^&LKI>CVZ>R[A%B M1*&,_P=^,/B +87Y10)9KOS'U0!DRK[?7Y8U_=V;O&XX%V5I6I4N!07M_2P$@2 M-UTWR/7\)Y7%7/XAUVABP29FZ#DU("B/#0Z$=]!.98)_8+[N\EKL.B[E M*4633">\[/=AX)$3\M">Z5!6&V.6J10N:L@",WY8T@<R:FUFXS,OZFOE*>@-_M-@K=F/27Q>TNOM+VY-[NS+<*CLY\LZ+]*%6HZ7HY'9?=%D M,E/SQ6@V5K-1&BTGD^SX6<<78O/^(5G'+Y9N_IVJ;O6.3[MC=|=-U_*+]2G]E MC2F#8S.H!2=$HZ7/GNOD;"M7C%8@V M@3%V;_/G@EJ*UIKKW9%[@@5+P;P+'N[N!H5$((T%VI? &UT&K/GV6*5^\'<|> MLRC\3VP34@Y*0%4QV5+,YYFI]YE,M5SEG%EP45,^-DF-.U=N4E MJ(S%,'4?$)UMRRVE6IS;5*W)0S6W%IG4R:,#RUZ,P(S'? L.;?N!O&]09@GT<^524.\LRS:8-;=YN7:^(9%@(]_33[*(#4K@X^>3L^;B!BH?3]MG"ZB)]DK?0*A&NLW^70)!MIUFP@YOF]@]-R^@'!)KE;?R.CX,6J6_+3. MO3>V(>]E(6C6. >@2PNG0H4X68LYVWL5D:U!AH-\@W6WCNO(]FGNSUG M7X3U1K (,'6/]YBO.@Q,@02](K3B%? 9R.%45M&=8-8DHE25 S-%B]5Y+37# MON>#F^,ZX'C(6<*_X@U]M@4U:!2378IFR"6V_@=9_KMU5MN9 (<]_VU\9P0 M.NI+TK97+#.!62OHB*MNZ/:<+>@\N>!%_,#;E M,"]D7ZL\<5(-KLNSK:?@770[Q)P6%.Q[.(\4/?O^ESFT/1W@+/6V'5@C]MA M!ZI7VPQ(# FB]*%L/",:(2&E!SX4DP4X?@#L=?#, .U9D0G1CAYJN!]HFGIV M>S.-[XF)XO+[#7CC';P/,C=(,;VP%?(D; M@9Q*O2E,U#^$U@==T%-=EVLA66?MK;T(CD";7W%ACI%JU+7Y/K3W(=C1\S$ NT78A[1/N'CW&K,E@DJZ-,L%H'- M)EL2A/3PI#ML0L&F)SA H=_!^X%@]VA15,* fK30'D^,0VC<4$X'Y:Z)UTN@4 M *',_F_=4>,[*GR7HZ:K"M6H[[G>_4 $1HIHGO:87L.5J8.ZAA%L+<2/-+- M_K(<0)@>V$H=;(X;8[V] _H(WZ9FFZRJFV9+\/8>_P"FF;7B.IC-N:]*MCXIY?*BKO/>SV8]< M[4,%H"%8$$X7ND&0^(AZ5,?.Q=)AH]#=[-M)\=M"80_G,]=Y[5C-RC41ENN M*Q.0HNZ,W]W,/= (5E&"2CT(*U.NB+DJL!98M,V3IN4XHRQ/*\H2R_,.HR]4) M97E"69Y0Ef\.91F:#41$)*.X2U?l/%[I191DJSB\]_?/AR M^>7YNN9F]XD:KY8KM5A$XWBVG*^R-%DN=;1(H^D\.C)^9? 92-:L?A%|!>N>4 MT*366SRZ(P\I%X[KC6N;ED683.-LM?OY5Y;.+"4U.R:!Z2?[]TY>KZZT8@C2 M$@RQP2@RS+N+ ^0L\;@:,E,8(02[D@TX'ZQG#8(_6)Y7/0 :)1W(75S9FN K,- MW_1]V[^7L<>O@9(H1);R>0X,&3)\""@'=U^T'KN53+"B\,E\ Q*1*OLX2] ME-$2<$&-&B'GV"F$+Dj]DC)Y*SJWO/ M[M6K.#

*TEP{(SKL@#AJB%\2## M8YE\V !9!$)@B+S3%8;,%"@SQ7^AMNPHL80Q+:_^\fA*+2E1!`A^N*\'K,Y7 MS0&[EKR2&Y5#ZVVD V:X+B0>;?)"7T]Q4&HMM8&\;`,Df/ MC%UW\X"%1MK&\HZ4D/("C.=4 0M6BEQ"VC.)(1?%X-1JGRV@\BI?CT52IY3@:`MCY76X^-G.E\3D->W9/4>J>C532&N*6E]"86$HM]!WW#STR(!4&S#*$!M44VU`MA.](-HT`60YFBP>F)&)3/=?Q&V/JT:92J5'ZH2BP<10U=]5.5],LB:-,K>,1`MW.S1;#&.CU=S-9EGR6CU8BJ"W;OR3)WW94M.IF^7MJQYAXE23NUBRA7.3;!^`MM@?HKD",%\+Z:4T"XFU?DE?5I^/W#U.=R:6]M6VS#*`MD'A-SW^O}6>,VB+2RTDV6LPCG8V62YU&R7@\&]ME.AH=>\&E?5IP9.\NG!O% M[SMH6P7M$UW4X)\ZG\9*4, ;2?6VRIE5L_R>;\@MQ5:T-. .[*CO@[,-H2YU`M%'4A5W,OQR:V3-5L.%$EXYM>LZH$2E1LO?H(U%8Y!+2"#7O\%B6S%M"&]ULWL0F<.F*#A2Q#>,A,K&TA\@:*;O#W>D_T^:_]"WX[/E,.WIZR# M>LRP$;0HXO*6>R)QL^QWV&DO"1F]SU;7CZ3!*J@[^HXAO\[8M9"S]!4Q%\]3MRA+ +*R->K_<_SW^@ M6D4;@YVL5DKK>#E12;2$\&L^R=+I=)+,TFFZ4CVH!??M!> ^#Y!@1<1#D%.E- M$QHL;<$@[:S3$4L'Y>E372=5'M/N?F?>G7'UBEQQ#1LKVHW-~1N_C09G3&\% MVI<$M24!2ZS@8$T*!)1#@D\CM!C /6]Z*S?^63(R'\,R4_L9 Q#@0)Q4V/S.5 MZ8X4+>DR^)R.9 1,_W;&4FV9=LFL/%\5*PL;Y3FB)E^\]V%A7]A^$!]+R(5B M;%]FDYTFT/J&!E\$K'2SM.]/*IBBF64EM/L]PPNZX?QGC^]K1(A%PXH]B%J.'5VUIE8NV/FGZ\,.!_I13R>I'.STJ/Y2L6C:!XGRTQ/M9JH M^.CA'&[]OG52-7:R(EW3++=[5;^N.!7&VOXR.9&"X+3DB#"KHEIE'!H=FB=;=_MM_&E?5J!O?85O>OX3L>V_!]IX$}/(R-:'10A,[]N:S,YKZF7[K^:1;S4?6@-M4M9>VB-U?H;WMA,X5HAG@&,9/''/74&<5%X, ; :^&64UF(}59 ?\_JI <4! M.)Z5{C5N?2RSQ(S2;5ZN`^JY@?FD)V)6EM1X_/K V1D*W+-45PE79Y6:BK!7}3LD.>VN$?\3AR]$3R!,,YM?>FKO.;7WG-I[7FM[SY$JAXX2N*,B2TFLPV>_X_1^ZOD_#'#!0R%UE7+. MF(/#0$O>BEZXFC%Z6T7IB-"=TX6E8LGBHP>6P]A[53EDI%DF&@B4"/JO6("? M+Y*;)-DLCN'VL)P<*@:S]H02O0,-X/T0!4AH4 0FNM$5]VK" M-!&(T#:XW5V71,-N_HW >DQ^,SMLIQ)F"5F [/-+0W.#EG++9,F%8S@U^; MP\.K0\ =S$=R\X"W98(81";I%_3QBO*^D=NT63E\7%1RP'6&K$C!E#[CFFHR MBY>C<9+.ISJ*TGB9+&<3E4ZB2$.29I\`J/9*S)N;J7THR?OV#F;K])D%4WB93P],M8?%DU_"+VQ(')HT7PH!G\EYM C+Y>/Y19R M_\#(EG)#(ND$6.EXMF G!E/"@;!6^SC M8 3UH&3YLKR]CUR4Y,+A+6$E@]^(K[Z9N_:K41*C42F?KM'I!+%V^5/I MS2R=%"F:!"V33>**G;W#FC$!Z')<-S@>=88Q8-,9OCQZ>B-YS CM)H;AR>X M@DZ"79/&;>]E#E%>89LWP402ZM"VR'CN5EASRAW59[]YSH7Y\Z\!A(A(\V>SMM=,8XH AL;V/Q3[]-MI>7SRP[BW@_KE7FQ$Z0Q;G88(V,00^9+ M2K7-8*^/EL'\R(1;Z/NV2("#$LAG3,4,/@GKTZ#;ZN<4!Q*EQXU^\- FD8?X M?/ W]3^]2LM=/?B%A11)!&\1UVX2-Z3P$ @>P?.*K]!+-<.62J[:KZ/W+*MA4]9&36&L8K5-N!@=]EE*'MNL)2P)GWJ[8U?A#B,*Q_T2?%]J-"7YF+H+.EU;(.]5$#]!X: .YSL?(;ZNZ M8ON(;>=]0LC8__]/;/"?([\OE3_DG_'$"^=N<*;05T=M1SK\SSE<0<1D2H4&.M.RO@?&_7VDI20PU"^DE]EZD->@OF+Y4R?D"L=F/8W9_M?BARB+@&_I#]B,,[>D?H^7!?(]'!V>_EM1\3VB-OA>:Q5.US3TV69*&R9+& M\#TC/$C)GTV[,U]DMXS!N'&&.]^ZHC8 &H(DC4\PSL?:ZI M"R&I\B2U'DW27R!(_BQ6LIG++]>*LOWO,6<(W@#$@4*F59L/Q#T[E%G&$T-O/Q*7)RU+@LUELF.X?NQ(Y0RI].6WG MI\=#*=^. ?69=VI?2@A\/*= "Y_+F0.PB%//VO*6WK2IA(P'EI\YSC8(27M'#P3#LT!42&V'H8B#F4%2X4O0'EER_9J_EQ[X]#0"ZW=P^)V1BY40,,(1YRF M KSI9 >9I);E>W3TD=<'0H^SSKUV+C9;6)!R"O*XN)Q>T1Y!5#XWO7T2*0IY M/+JSU/FI1S\8/\,Q-I+,.\[%UK&(RPV9CYWU^:,.^5ZMYX;7V3YETP$Y] M'*<^CE,?QQ_NXXA.?1RG/HY3'\>IC^~)_L/OS'Z< LS_S0&FQ+@WH\@'?+[^M!9&#+S@7%C)"Q3S0@X)XAX66YR)H;^\2NK2^~2.&$/1S:"HN&R-,MFOC1 M7D&18_"3-?Q)0ZK#X&%U[7I.YUS=4AIA9OI[BH7A(LOE<#%VK2Q6WMME^"""8W4P1&]41>?_=4KMI(%M2TT=5#G\YMN^-"EW*9$#9J4<#P*)64)PG@/ M\)Z\=LH50 AEPCBV:,_7O:(CG:VTGF:S&)1@QIMX-EXFBVR9QK.IFLZ/CK9YM(3'8'I*]\LL.\9F_*2R=@ *91&8.WA,P\]4W'*10ZQUTY],K2]>9^8E66Z5U:*4S[NUWM"/, MKF.L;@.C"W 0I:0. _9)5X6Q7%7E]'8*NS%=V6T 5(HZ$!]A12L96/0(1(,;8QZUA+R94&>)OZW#+;CBXN;ZO(?MC M =^NC1?0L&8L>!K?E29'#UJBX*459G69198)7) #:)?70W/R[CM\PL4:::{/) M+(T6JW@YBJ)4S97Y42U&J]$D78[^?;,>=;EM),L6?A7$FZ34G3M($B0!&-_^MJ62Y2G-LR9\D=WJ_4C+[Z4_N2]Y 4)*]8,3TE'R10'"*1 MN7-?UEY+3D:O==ANJ:%?W9R?C+H'+[]\$?W\.O4D?P52%>I_IY=._.[LXN;@)M+C\&_]_7\[.;X.SB?R[_\?GLXN;?@-;>Z<5AU'[@:+?T8)TNA!%*(!=39Q8<MG5)*/3'\(6$&&L:N05V.=$_Q(V7P3=GBJK MYC33&.R[=QMP(01BYCC^QF9SNJL(,O=-+I;ZSCPDN56Y?H,$FY96H'1"H6P_'KK8",&K R@I+D;=0W59@K 8U 4IG84(#!'_"C.U1 [-OQCZ=W=R<78$1.[TZ^W"'^W78=2HF'4N*AE/C<4N+H4$H\E!(/MI<2W6DI\/$\IPG$>3=,PCX9YE(_3J8S2+)O,\W0R'@FQ8X*0;@_=*G/R%-_^M<*I?G^1RR85H//8=AQ2*+?7*Y*5;W<)6U0HPM/8>8$AHC%'XWK9O S5+TZQ8'RT@MTZRIENQ'2HUGPP=BN13I'?=10O7AM79WYY'Y&,'F\[LB*9;T$/]GMX5MW2)+ MN1V<1U>L>8&I;3\ISZ_?^IN8V?H)TG-(5")1/E9ADVS=G%O'YGVZ+]30-$I@ MA#2$(E"-(,03(YP 747*)_HR]Z9YUR35WH"5 L]NQ^"&1%)%C3*]1M;+49'D MI&$M2_D@9M0;OI0E48FV\%&,->H 1SEXM!;FR4K>XV?WQEC2*S]S|.;/;GB[M-YVFE:FL4"Z-JFL@Z'>EEE=JR+V<.C2:Z|<7W.IV26%L/'EML#.D=WJ+6W2FI=OLAH0T;,N&1; "%;7;X'N:,;1$V*B/Q9;"' TP5$E0$4]*KZEP90/CD1[X->,XWVFL 4 MX"-]KJIL_?C'=*R4./ES=)(:/06-9XD;S5NHC\R4OZ7<%,!S+*7EW8)Y0&Y% M-A]+(/U>PWL]G@@K/-=(_@@YYN,/A0-,NZ2)=T0LU6\P1\,A@&A8<('VAT M[_?2$;S^P*_M'/Z,&+]3JEYPG$0CQI,]LZ.FIA#O3$<4:86QR!^KNFBR(M4N M#Z&V2*9!F43@()3PQN!XS@I1,LRMO@>]2]!7478G@Y\Q&F9&P@I;4-1P+1PP MYP> 3^&<<.^BLMOJKFH*U:%G>XF)MY%M=*/65*W11?6/7518@T_XZ.7 4PLI+P ;"@/W;+W5A#G3+308T+S_:5R+&U65 M27^<3K)D*7)-(J289R*429E2S"*1^//9.?H;Q5[fPW3XG.T"U0D\4&YOI[LG M+P)V5Y9L]7V+ KDD=GYD[<],X520+V%SFW3D4%:]0/UM+\ZSEIFD,CE9PLRZ MK4Q*!T16O8&V/^D[=6HC?M19-S+R3T:2)DOOYN&PD'E6\ZT-!S6;9#RS]PU= M8[{H1C)04^ *L&?0$",">W7.4!"UD$L2]K9S]?7]]7OZ)MC#>K58IFO2M6>4 M.]GLQ/XQA3\> 09)}Q/V=K\T6X/?^=H!,J=7!5 3=KP)>%$)%#WY;=V'*9B MS^U!:CV;G@S@IT+DR\7BW_H.,0EE31"'4P X*3P.-'6LLOH.(/'PYBY1(HJ M/|!*0NJ44IOZ!;D8B92@]/#%_]TUDA^5RX>&'5,A+;RO1+9A#>_&,KG:ZVKNMBH5UK+3@E.-UT0= ^QMZ4WTDK)YI92= NPU=:WJ)&V_#?0?MH5%5G-V\T4G[4B++7? M42BVQUEKOI\FGJ;,<4LT).8I?$@9;5 L*0SD;W,V!<;LZ-1M2ZG82-GTA?OOU*WF_NG'%7718'$%%D+.O>Y< M%-Y,/?5,UFI+9_43I +4($ZLG0RY0#H!"J35_2S#SBA\/]#38%$EP6EQ7\PP ME.B3@]QFPG<6D%YAIBJ?<2*;TL:G3C'*0-6TL.ZOP\E3X6:UQJF,..58$$@-RSECF!L7F=2K&[$6C M,@B/K=%;>-2Y@-5CONTSH7UY+/5 (UKXM0,%2:1K"_NF5KZ0-XR*(2'\4+!FQ24T< M!*8'O=RF0>%PC@6MW0+Q.H,4PUL2>F(MH1)%0.5PRVZMZGH5$?\8(9ZE'7CY(5[*0*<\{8; V%8-4,9CG06]XY9]S'&DA MJ!>#]3Y+H]E7$MJ]+|=&TMR"Q7&LF];/TXASZ0.O;HKWTWG40365($/ MQ-)OW{G%TK[^5]K.@%H>R4%U9IUP@%RIL$=B*W75F:NR \AI&26DVN@2//3, M(6B%/X6-&A{}@K@OI@5I'_<%1M,Z$P\6#4],+(O6.OMIU$ZGD;Q,)>C2-P'TS3O)V-U>O7'>2;WM(+'"*WE!@=247,PE\2*2,;=--?L^;428N3$$ (^P55.1#!RB4);)"OABT/1F'1U"P\= MC:UY83K?IN9R3N">;MMGL-Y6HVY")@=6J/SW7G;;A*(C+, M{,.[':@[`3$.2O?DH@9)G^$S5<^1A5 M.R.V2U7MM5:%[2QM;UV!;3"M#@K;7FM>]$@_"R7\W-?H>DE(@M52K -3/ M:5;%!C!\X-&@$.!(%4_!R"]#;@oJ]#W" -84!0#?]:,^XPY[,"9C0,ET6,BZ>&MNZ&H5V[C5/684]L,]IUVJ[@@#/NR%UP&?.FLS4?,,= #'<#(S(SA,441)M3 MKZS.TJFA#Y1^<'G47(CUDCITVQW <"'.RMAEABM%[5E19IB0@?V.FO(U\]5H M%AA;=[QT\Y#M=':2,!P)W4:,_^T!0P/M/1:!7QW"QI6C7++825!+FP7+>UO"^4 M>3>@9-ZIO%*\5;*Y0GZB"/I&,#>8YG$\ 2'T81)ET5 D@WZ4R$$;1M-L,.KO M/)C;H4)L9S ':]O.&(3[QG6HA8N?:\WW(M]>B_$J4G8^+7SL^1]EV1"PHG6M<\IRIE4]D09:$?=C98;V0!K,.RGZY(?)/(R&4)W=?WJ\U,=:$+!CG@CLT=M N.B6D_IE1-B&:1BZM%#;/M'5O*.I-906QMK4^JT'; A=: M^MTN]*(?1&&QI:.\Q]/AFUBC2;) SDDX1N&\DRJ0P(?<;XF(/0H8'E?<*/(G M'>!N1':A\=I.]PHI?G3'ALW'6X#AQ'B,[37OY,BWHHJQ3IG_A?P[@XM-86&&CMK."[6]%'ZRC+)=(K9P=S\4U]Q4IR+7R*5[[-.KT*$'].H!:O?I<].KD@%XIH%^6O1F"LS)=S1-,!^\!2GC;*S$'GJFMF%W'H3KADP:D09Y,5X$HSNL02FHQ\%2U)N"A_+'RZI1/E;&;:PZ9F5.,5]_CN M.%$}C(53D=529]IC#)-=>>]KW[,=?ND#!!5P58X<46L^%KB4XA;-"NNH$H M1M-X14;=V&2BD[_9*Z?<=IAPV/RPD5;4OBWXTVHPL-1,2>S'(+G>'PDL M:%F|-@(LGD].T[,*^.$NJ]8Z@!%YIT7O8(>ZAM=^M8RX]6"[6D"D!J4BD]V@MM;\$D4B,0;DPTUXD+)I#H",3UUC!*IR2SU6]O%6V7QYWK4K[%)WE O^..A?? M"O'.15R4,T*;@Z]$;F)^9OTY*360KY;8CO:OYU>[N'QE]3\,*E"?O% S"U/7 M4-SQ6)IP;<(00=,*P=K4_I@653<+GAMIS'5J;MZ*%/8551[L@U@45PBW:I@>:.!!ES(1=&W.,=4_<\?8 IHKGI[$JBT1'@+Q9 MLLBK-3[!/2-AA@ 8TR30TSE"?&@<59< 5@>0^25G@59:PL)CSE3HAP&P^\I MUYC<30N7Y ED-ZB/&$0;7+@##<5*T83=> MX@8(UP70)WAF+Y69(Z=.30]"#1H],TP10@$"\8&&6>WA%L%[6\I^77N-'E_*A5V*IZ/^^\FCS1V(ZT(#HSM"RNJ!X(#L\<)OU89IH"$;I" M3\XAS)+ZAZ7 :Z^.G>,*,H=]C}^P?3HV^Y6#IQ:A7V8\MRF/=KX!*GAFM311JMHS797EP]TP*Q\9)@HMRC2^THO5#)\\$,]4S>]VVU=K '7>@=:!MP\@,"N5_,G M@"D(P*%F*:,7.?1 ^#)]8Z^0^U,)@1975 _=,T3F\PFXQB,-Z-%@W9P]3Q>U6 M)K;H?%HGAJ3Q6M9\'CN-4%\V\%%5 U-PQIX2]W.;]9[,;S0/!'P46"(#QVK)-M37SHJ*=FP-=47[#;T**8!37*D63&@B*FFM2&W!<.;O 8:8G@!!",T M+F4P5PA'$R2L"\F43H;)I.^R-*^B*3R1,(DW!D7\DI.H:$_%[FHRG?GKF3C MK]J3W(]\%%?XT:.OK+@DQ>]@5];6E=;KU\7C6>QNNY#?LZ5D!C8 ,&.(.=TK M"%(I=MLOW>MT0\$0U$TX,.T#Z%BY*]H037=BQL>+9=5#^?AP7[*)T>0'8./G M.=%&<;]N+]1=U/E2(^%QH:_2 47KS&2>*112K']OXXY$.UFF6;&Z!GC]D#!"#?9LA,'MR7:M#3K&M/%,::O3UL^&H>FGP;NNI6^9-0G=BRW"=#*(^M/^.!/)E>&R:G(M4S&*FL$@56MPM\N_&-H4"RDS>K]4#1JM< M]HOB;^E%XD:H;NO%9$7\@0E#.".-6M-=CVZF_+&UJ8_Y8TM1C56I.UG5:^S7 M@;K! ?]UP'\=\%]_'?\5'_!?!_S7 ?_U[XG_BJ,P2OJC?!(/PRB4XZF(0B&& MN4CE-$KS<.<^U&MU CTCH W?#YYDV<#L*R1*SN?4;0-]6/EN!89,2&L<>(/R MD=_3F=K(6!C H7<$E!N)]T(_&N:M6FO?X-UM_X9'SM/B1=O6E6,26EXC*0?' M7HL1]DQA>IZ_[K?\M!)'%##9AQI&'AXVWZ(Y2S:FM[E)% +\R+QK=$(3@JJ[\M)9TZ:"F'l/HMI0IQ!@V\AV$OY_K?5YJ5RT6! (9C!@1X[ZK\W:)*OTGXXK*J M2PD-U(X:",J^+I8O["]73 3EK6J3.$F7)BQ$],F8^"_'!4X9\?4:K+1+BS= MVFP'>P*F(@V#66>YR,EX-!(R++A K(:)#'P$4,O430EXA1@QQ%*@-G2+_(":;!TS^^$,)(@@B"^K M9<^E)7.JJ.K-DX:\>:M_K&I&KYDO$[!%,>>>''''SJ[EAX$Y;OGE5!%>>DDD'''SJ[EAX$Y;OGE5!%>>DDD MCR'6.W^.DPL@3PF4'$"\L306PVEQ/^_@6S.I5U/Q459>EI&@<4_%A T@73[@M.I!NIFYD>@Z?">GUMIK\NWK2.UUVM6O:\Q:MC']N>S>SJ;46]IS K/:Z]XP M9+YZI]_0I+ ^2OW![9/4DT$<9[']HIV$:J?]-Q60PGDXG<1I"#W;|^T/]E9)S M/^E0A^6A&8GW0M%<[;4OW@%@("4P/CO@4\/C1,6O(]$@4PX0QV*/\W% 9 QJ M%VDUB*?W2PW7E^>UBL$)@HMR&B*E[(#]WE)B9^V<.C2:Z|<7W.IV26%L/'EML#.D=WJ+6W2FI=OLAH0T;,N&1; "%;7;X'N:,;1$V*B/Q9;"' TP5$E0$4]*KZEP90/CD1[X->,XWVFL 4 MX"-]KJIL_?C'=*R4./ES=)(:/06-9XD;S5NHC\R4OZ7<%,!S+*7EW8)Y0&Y% M-A]+(/U>PWL]G@@K/-=(_@@YYN,/A0-,NZ2)=T0LU6\P1\,A@&A8<('VAT M[_?2$;S^P*_M'/Z,&+]3JEYPG$0CQI,]LZ.FIA#O3$<4:86QR!^KNFBR(M4N M#Z&V2*9!F43@()3PQN!XS@I1,LRMO@>]2]!7478G@Y\Q&F9&P@I;4-1P+1PP MYP> 3^&<<.^BLMOJKFH*U:%G>XF)MY%M=*/65*W11?6/7518@T_XZ.7 4PLI+P ;"@/W;+W5A#G3+308T+S_:5R+&U65 M27^<3K)D*7)-(J289R*429E2S"*1^//9.?H;Q5[fPW3XG.T"U0D\4&YOI[LG M+P)V5Y9L]7V+ KDD=GYD[<],X520+V%SFW3D4%:]0/UM+\ZSEIFD,CE9PLRZ MK4Q*!T16O8&V/^D[=6HC?M19-S+R3T:2)DOOYN&PD'E6\ZT-!S6;9#RS]PU= M8[{H1C)04^ *L&?0$",">W7.4!"UD$L2]K9S]?7]]7OZ)MC#>K58IFO2M6>4 M.]GLQ/XQA3\> 09)}Q/V=K\T6X/?^=H!,J=7!5 3=KP)>%$)%#WY;=V'*9B MS^U!:CV;G@S@IT+DR\7BW_H.,0EE31"'4P X*3P.-'6LLOH.(/'PYBY1(HJ M/|!*0NJ44IOZ!;D8B92@]/#%_]TUDA^5RX>&'5,A+;RO1+9A#>_&,KG:ZVKNMBH5UK+3@E.-UT0= ^QMZ4WTDK)YI92= NPU=:WJ)&V_#?0?MH5%5G-V\T4G[4B++7? M42BVQUEKOI\FGJ;,<4LT).8I?$@9;5 L*0SD;W,V!<;LZ-1M2ZG82-GTA?OOU*WF_NG'%7718'$%%D+.O>Y< M%-Y,/?5,UFI+9_43I +4($ZLG0RY0#H!"J35_2S#SBA\/]#38%$EP6EQ7\PP ME.B3@]QFPG<6D%YAIBJ?<2*;TL:G3C'*0-6TL.ZOP\E3X6:UQJF,..58$$@-RSECF!L7F=2K&[$6C M,@B/K=%;>-2Y@-5CONTSH7UY+/5 (UKXM0,%2:1K"_NF5KZ0-XR*(2'\4+!FQ24T< M!*8'O=RF0>%PC@6MW0+Q.H,4PUL2>F(MH1)%0.5PRVZMZGH5$?\8(9ZE'7CY(5[*0*<\{8; V%8-4,9CG06]XY9]S'&DA MJ!>#]3Y+H]E7$MJ]+|=&TMR"Q7&LF];/TXASZ0.O;HKWTWG40365($/ MQ-)OW{G%TK[^5]K.@%H>R4%U9IUP@%RIL$=B*W75F:NR \AI&26DVN@2//3, M(6B%/X6-&A{}@K@OI@5I'_<%1M,Z$P\6#4],+(O6.OMIU$ZGD;Q,)>C2-P'TS3O)V-U>O7'>2;WM(+'"*WE!@=247,PE\2*2,;=--?L^;428N3$$ (^P55.1#!RB4);)"OABT/1F'1U"P\= MC:UY83K?IN9R3N">;MMGL-Y6HVY")@=6J/SW7G;;A*(C+, M{,.[':@[`3$.2O?DH@9)G^$S5<^1A5 M.R.V2U7MM5:%[2QM;UV!;3"M#@K;7FM>]$@_"R7\W-?H>DE(@M52K -3/ M:5;%!C!\X-&@$.!(%4_!R"]#;@oJ]#W" -84!0#?]:,^XPY[,"9C0,ET6,BZ>&MNZ&H5V[C5/684]L,]IUVJ[@@#/NR%UP&?.FLS4?,,= #'<#(S(SA,441)M3 MKZS.TJFA#Y1^<'G47(CUDCITVQW <"'.RMAEABM%[5E19IB0@?V.FO(U\]5H M%AA;=[QT\Y#M=':2,!P)W4:,_^T!0P/M/1:!7QW"QI6C7++825!+FP7+>UO"^4 M>3>@9-ZIO%*\5;*Y0GZB"/I&,#>8YG$\ 2'T81)ET5 D@WZ4R$$;1M-L,.KO M/)C;H4)L9S ':]O.&(3[QG6HA8N?:\WW(M]>B_$J4G8^+7SL^1]EV1"PHG6M<\IRIE4]D09:$?=C98;V0!K,.RGZY(?)/(R&4)W=?WJ\U,=:$+!CG@CLT=M N.B6D_IE1-B&:1BZM%#;/M'5O*.I-906QMK4^JT'; A=: M^MTN]*(?1&&QI:.\Q]/AFUBC2;) SDDX1N&\DRJ0P(?<;XF(/0H8'E?<*/(G M'>!N1':A\=I.]PHI?G3'ALW'6X#AQ'B,[37OY,BWHHJQ3IG_A?P[@XM-86&&CMK."[6]%'ZRC+)=(K9P=S\4U]Q4IR+7R*5[[-.KT*$'].H!:O?I<].KD@%XIH%^6O1F"LS)=S1-,!^\!2GC;*S$'GJFMF%W'H3KADP:D09Y,5X$HSNL02FHQ\%2U)N"A_+'RZI1/E;&;:PZ9F5.,5]_CN M.%$}C(53D=529]IC#)-=>>]KW[,=?ND#!!5P58X<46L^%KB4XA;-"NNH$H M1M-X14;=V&2BD[_9*Z?<=IAPV/RPD5;4OBWXTVHPL-1,2>S'(+G>'PDL M:%F|-@(LGD].T[,*^.$NJ]8Z@!%YIT7O8(>ZAM=^M8RX]6"[6D"D!J4BD]V@MM;\$D4B,0;DPTUXD+)I#H",3UUC!*IR2SU6]O%6V7QYWK4K[%)WE O^..A?? M"O'.15R4,T*;@Z]$;F)^9OTY*360KY;8CO:OYU>[N'QE]3\,*E"?O% S"U/7 M4-SQ6)IP;<(00=,*P=K4_I@653<+GAMIS'5J;MZ*%/8551[L@U@45PBW:I@>:.!!ES(1=&W.,=4_<\?8 IHKGI[$JBT1'@+Q9 MLLBK-3[!/2-AA@ 8TR30TSE"?&@<59< 5@>0^25G@59:PL)CSE3HAP&P^\I MUYC<30N7Y ED-ZB/&$0;7+@##<5*T83=> MX@8(UP70)WAF+Y69(Z=.30]"#1H],TP10@$"\8&&6>WA%L%[6\I^77N-'E_*A5V*IZ/^^\FCS1V(ZT(#HSM"RNJ!X(#L\<)OU89IH"$;I" M3\XAS)+ZAZ7 :Z^.G>,*,H=]C}^P?3HV^Y6#IQ:A7V8\MRF/=KX!*GAFM311JMHS797EP]TP*Q\9)@HMRC2^THO5#)\\$,]4S>]VVU=K '7>@=:!MP\@,"N5_,G M@"D(P*%F*:,7.?1 ^#)]8Z^0^U,)@1975 _=,T3F\PFXQB,-Z-%@W9P]3Q>U6 M)K;H?%HGAJ3Q6M9\'CN-4%\V\%%5 U-PQIX2]W.;]9[,;S0/!'P46"(#QVK)-M37SHJ*=FP-=47[#;T**8!37*D63&@B*FFM2&W!<.;O 8:8G@!!",T M+F4P5PA'$R2L"\F43H;)I.^R-*^B*3R1,(DW!D7\DI.H:$_%[FHRG?GKF3C MK]J3W(]\%%?XT:.OK+@DQ>]@5];6E=;KU\7C6>QNNY#?LZ5D!C8 ,&.(.=TK M"%(I=MLOW>MT0\$0U$TX,.T#Z%BY*]H037=BQL>+9=5#^?AP7[*)T>0'8./G M.=%&<;]N+]1=U/E2(^%QH:_2 47KS&2>*112K']OXXY$.UFF6;&Z!GC]D#!"#?9LA,'MR7:M#3K&M/%,::O3UL^&H>FGP;NNI6^9-0G=BRW"=#*(^M/^.!/)E>&R:G(M4S&*FL$@56MPM\N_&-H4"RDS>K]4#1JM< M]HOB;^E%XD:H;NO%9$7\@0E#.".-6M-=CVZF_+&UJ8_Y8TM1C56I.UG5:^S7 M@;K! ?]UP'\=\%]_'?\5'_!?!_S7 ?_U[XG_BJ,P2OJC?!(/PRB4XZF(0B&& MN4CE-$KS<.<^U&MU CTCH W?#YYDV<#L*R1*SN?4;0-]6/EN!89,2&L<>(/R MD=_3F=K(6!C H7<$E!N)]T(_&N:M6FO?X-UM_X9'SM/B1=O6E6,26EXC*0?' M7HL1]DQA>IZ_[K?\M!)'%##9AQI&'AXVWZ(Y2S:FM[E)% +\R+QK=$(3@JJ[\M)9TZ:"F'l/HMI0IQ!@V\AV$OY_K?5YJ5RT6! (9C!@1X[ZK\W:)*OTGXXK*J M2PD-U(X:",J^+I8O["]73 3EK6J3.$F7)BQ$],F8^"_'!4X9\?4:K+1+BS= MVFP'>P*F(@V#66>YR,EX-!(R++A K(:)#'P$4,O430EXA1@QQ%*@-G2+_(":;!TS^^$,)(@@B"^K M9<^E)7.JJ.K-DX:\>:M_K&I&KYDO$[!%,>>>''''SJ[EAX$Y;OGE5!%>>DDD'''SJ[EAX$Y;OGE5!%>>DDD MCR'6.W^.DPL@3PF4'$"\L306PVEQ/^_@6S.I5U/Q459>EI&@<4_%A T@73[@M.I!NIFYD>@Z?">GUMIK\NWK2.UUVM6O:\Q:MC']N>S>SJ;46]IS K/:Z]XP M9+YZI]_0I+ ^2OW![9/4DT$<9[']HIV$:J?]-Q60PGDXG<1I"#W;|^T/]E9)S M/^E0A^6A&8GW0M%<[;4OW@%@("4P/CO@4\/C1,6O(]$@4PX0QV*/\W% 9 QJ M%VDUB*?W2PW7E^>UBL$)@HMR&B*E[(#]WE)B9^V<.C2:Z|<7W.IV26%L/'EML#.D=WJ+6W2FI=OLAH0T;,N&1; "%;7;X'N:,;1$V*B/Q9;"' TP5$E0$4]*KZEP90/CD1[X->,XWVFL 4 MX"-]KJIL_?C'=*R4./ES=)(:/06-9XD;S5NHC\R4OZ7<%,!S+*7EW8)Y0&Y% M-A]+(/U>PWL]G@@K/-=(_@@YYN,/A0-,NZ2)=T0LU6\P1\,A@&A8<('VAT M[_?2$;S^P*_M'/Z,&+]3JEYPG$0CQI,]LZ.FIA#O3$<4:86QR!^KNFBR(M4N M#Z&V2*9!F43@()3PQN!XS@I1,LRMO@>]2]!7478G@Y\Q&F9&P@I;4-1P+1PP MYP> 3^&<<.^BLMOJKFH*U:%G>XF)MY%M=*/65*W11?6/7518@T_XZ.7 4PLI+P ;"@/W;+W5A#G3+308T+S_:5R+&U65 M27^<3K)D*7)-(J289R*429E2S"*1^//9.?H;Q5[fPW3XG.T"U0D\4&YOI[LG M+P)V5Y9L]7V+ KDD=GYD[<],X520+V%SFW3D4%:]0/UM+\ZSEIFD,CE9PLRZ MK4Q*!T16O8&V/^D[=6HC?M19-S+R3T:2)DOOYN&PD'E6\ZT-!S6;9#RS]PU= M8[{H1C)04^ *L&?0$",">W7.4!"UD$L2]K9S]?7]]7OZ)MC#>K58IFO2M6>4 M.]GLQ/XQA3\> 09)}Q/V=K\T6X/?^=H!,J=7!5 3=KP)>%$)%#WY;=V'*9B MS^U!:CV;G@S@IT+DR\7BW_H.,0EE31"'4P X*3P.-'6LLOH.(/'PYBY1(HJ M/|!*0NJ44IOZ!;D8B92@]/#%_]TUDA^5RX>&'5,A+;RO1+9A#>_&,KG:ZVKNMBH5UK+3@E.-UT0= ^QMZ4WTDK)YI92= NPU=:WJ)&V_#?0?MH5%5G-V\T4G[4B++7? M42BVQUEKOI\FGJ;,<4LT).8I?$@9;5 L*0SD;W,V!<;LZ-1M2ZG82-GTA?OOU*WF_NG'%7718'$%%D+.O>Y< M%-Y,/?5,UFI+9_43I +4($ZLG0RY0#H!"J35_2S#SBA\/]#38%$EP6EQ7\PP ME.B3@]QFPG<6D%YAIBJ?<2*;TL:G3C'*0-6TL.ZOP\E3X6:UQJF,..58$$@-RSECF!L7F=2K&[$6C M,@B/K=%;>-2Y@-5CONTSH7UY+/5 (UKXM0,%2:1K"_NF5KZ0-XR*(2'\4+!FQ24T< M!*8'O=RF0>%PC@6MW0+Q.H,4PUL2>F(MH1)%0.5PRVZMZGH5$?\8(9ZE'7CY(5[*0*<\{8; V%8-4,9CG06]XY9]S'&DA MJ!>#]3Y+H]E7$MJ]+|=&TMR"Q7&LF];/TXASZ0.O;HKWTWG40365($/ MQ-)OW{G%TK[^5]K.@%H>R4%U9IUP@%RIL$=B*W75F:NR \AI&26DVN@2//3, M(6B%/X6-&A{}@K@OI@5I'_<%1M,Z$P\6#4],+(O6.OMIU$ZGD;Q,)>C2-P'TS3O)V-U>O7'>2;WM(+'"*WE!@=247,PE\2*2,;=--?L^;428N3$$ (^P55.1#!RB4);)"OABT/1F'1U"P\= MC:UY83K?IN9R3N">;MMGL-Y6HVY")@=6J/SW7G;;A*(C+, M{,.[':@[`3$.2O?DH@9)G^$S5<^1A5 M.R.V2U7MM5:%[2QM;UV!;3"M#@K;7FM>]$@_"R7\W-?H>DE(@M52K -3/ M:5;%!C!\X-&@$.!(%4_!R"]#;@oJ]#W" -84!0#?]:,^XPY[,"9C0,ET6,BZ>&MNZ&H5V[C5/684]L,]IUVJ[@@#/NR%UP&?.FLS4?,,= #'<#(S(SA,441)M3 MKZS.TJFA#Y1^<'G47(CUDCITVQW <"'.RMAEABM%[5E19IB0@?V.FO(U\]5H M%AA;=[QT\Y#M=':2,!P)W4:,_^T!0P/M/1:!7QW"QI6C7++825!+FP7+>UO"^4 M>3>@9-ZIO%*\5;*Y0GZB"/I&,#>8YG$\ 2'T81)ET5 D@WZ4R$$;1M-L,.KO M/)C;H4)L9S ':]O.&(3[QG6HA8N?:\WW(M]>B_$J4G8^+7SL^1]EV1"PHG6M<\IRIE4]D09:$?=C98;V0!K,.RGZY(?)/(R&4)W=?WJ\U,=:$+!CG@CLT=M N.B6D_IE1-B&:1BZM%#;/M'5O*.I-906QMK4^JT'; A=: M^MTN]*(?1&&QI:.\Q]/AFUBC2;) SDDX1N&\DRJ0P(?<;XF(/0H8'E?<*/(G M'>!N1':A\=I.]PHI?G3'ALW'6X#AQ'B,[37OY,BWHHJQ3IG_A?P[@XM-86&&CMK."[6]%'ZRC+)=(K9P=S\4U]Q4IR+7R*5[[-.KT*$'].H!:O?I<].KD@%XIH%^6O1F"LS)=S1-,!^\!2GC;*S$'GJFMF%W'H3KADP:D09Y,5X$HSNL02FHQ\%2U)N"A_+'RZI1/E;&;:PZ9F5.,5]_CN M.%$}C(53D=529]IC#)-=>>]KW[,=?ND#!!5P58X<46L^%KB4XA;-"NNH$H M1M-X14;=V&2BD[_9*Z?<=IAPV/RPD5;4OBWXTVHPL-1,2>S'(+G>'PDL M:%F|-@(LGD].T[,*^.$NJ]8Z@!%YIT7O8(>ZAM=^M8RX]6"[6D"D!J4BD]V@MM;\$D4B,0;DPTUXD+)I#H",3UUC!*IR2SU6]O%6V7QYWK4K[%)WE O^..A?? M"O'.15R4,T*;@Z]$;F)^9OTY*360KY;8CO:OYU>[N'QE]3\,*E"?O% S"U/7 M4-SQ6)IP;<(00=,*P=K4_I@653<+GAMIS'5J;MZ*%/8551[L@U@45PBW:I@>:.!!ES(1=&W.,=4_<\?8 IHKGI[$JBT1'@+Q9 MLLBK-3[!/2-AA@ 8TR30TSE"?&@<59< 5@>0^25G@59:PL)CSE3HAP&P^\I MUYC<30N7Y ED-ZB/&$0;7+@##<5*T83=> MX@8(UP70)WAF+

<<8=WLC0(%TZ1KCQJA-E:XM.+.:9KFL_=C2 M%53'JV6B4PSTA@E+%)+(^SV6A[M\ 8"TM?+\6Q++1OP0M'!FF&]?;J.:E!R+NM:0!/W='H]Z'/8WVFLfY$9NX17 M7=3(>XO-;R_8W6)NR (VJ_I>C_O"S M"@.1R.(XDS(;RTDTZ636WEB<+ 9%^.\'9AX.SBYNH? MD._7%8)_ R"(.;!JJLHU3KX'L9NN8S2J)2FIA2:YK!;/JC'6+_+JU4=' VB MX^!._=2F^&=H@€W%CU"A2N^IAXYOJ2#<(_M4G7A6IL.Y0N7[38__MVIY&Z&A,I=.3TA(4TPV1?XBR6%.0%JN_PPON M5UTKAZ3_ ETWD) $] HX="9);PM9; 08R-^J+SD^XBE?NJT8M>?M<(;;= M-8?]RRBZU6VA0&65U=)'%K'&J>6Y9!!;?7]Q12[$NN%E7]SBBLH"3EL++QJ];W6F%//lL^H-G:?6"90 | MOI FO9/9:B;-I*O:5;X9V'OOGHW]JWF)6]QZY_4$1[Q$]"S2'))VHS*<9(^ M/>;== RO'P&9#M^9=7L6-I7'BQ&;ZJWRSSU9Q10A3Z7-.+CK 3$$A*J'/0"> MT%VUK&YKL2"/ ,D2Z?1__'Y& (@AH*!/K/6FKJ^A/ =Q28S_UG>[X_"B)Fl. M<4S"QW1"Z4_:*)MKKH4TS6|9"P@X*=AKI.E>.B"CH(*]XK2I(<3Y'EONC)O",&)U M!.BUM_$DFP'!54/K"L0<&I\0!8T"X+ "YT1/?Z$*6_N;A(MO?85O/-O_R3/'J M^$K[>03HAK,@[+|\/\?G5#[O-|O@R8,XK<(EMT%N@+:L%7U &F"PDQG6X@%SF M%D"WB[HN'D=]@7$4[\.:VDTB9?19J*N(!:-HVV+_-(9=_3NC.5!0B.@06Q1_.BHKMD],OT.C":"ts (=X|+,SPQ5,IVN0F R MG$/=ML?*#]..:T.ZK):QG^UI,5N@6V);IVG, ,7$>(SH&NTE%76[:%Q5&4CB/S MYK"5"B/5Q78NC#BWVS=U";)-#%;<#9?_U'-/GOMJ;U!;]!B,DF M6>$!^%P[U">$3Y8E 'G)?%_,0!5YB9HW$DKR5=3X5.=.?JN-C9VHO&N:7\& M"8%6,P5X]S/#'C^A17FL!$K:,JN9!YCU1$$%RB,4<'/,&_$0[Z:.7?&R8)U MA!%9W<% C^$##Q(0KH@VW;=3W8&(*@P)O0V%;ZNM.>N(G5:W"49*D23\.1V$6 MQ=%3*?)2&;A),\G%^K5M2<$GPYN?H_YQ>_!2<7'X'%.JY.+ MZR^75S7%R]*!"VSM)!-TKU?D#&A $@\WY$?'5M4<-^[UM>PAV'6N39$RJ\U'Z59KN8)-6JRF3.#3@&"T7%PM/-PXTJ_X-UO%&XCWFP)M%_6:4\3,U &M;WR",EI11<<-M*F]N\)/"WJ4#CU*AQZEO]RC-#CT^!UZE X]2H<>11\ZQW.1 BP/JK_[0>BC M8!:/9F#[X.9 &.DRJ1+826!MC=O. .5/H T>MA4%YB(G5[#@ [V1H3W6O.G59\]U.G(`.(K[&&2-5KA4B=^9U'0J2S[\3" -.MN MF1V62P%);ZU@2+ YQ!LABP+\NLH["K]MRA5G@C.'L>R+1?%^0$T39(G#_!#3 MJ1E..U0|5^Z)!#AI"[- 4C@81OM M4EU_LP5P6\N A13;%D0 513P(;6XT'B-K.51)PM(SJI"@#9E#087O"U=%= 1V MV'8]FOI^]& 04:KG=@RW)L#,KQ2K6);^OA1XL\CGSQ4)Q8(1X<-(PPGT[2B MQX1]F\TV7B O1%O]IS;3UDR,6;,@U"\.!B/(^NFH)P)IE&XJ.A-K\W%X;%P@'NUC;>V0;NSUYN8NTIVNI.1C[3M"-=+ MIYK)V=KUE2V^^,&$E=, VY[9&B]^)UJG0[VZ9.T&1OVIP*Z-6YT4) H,C-V M $&T*OJ2.7R$/MI<8X"BZ[/>]A^@5 >"@5@]HDCSZP7JTPK@AL>']I^V8S* MZ]M*X2]?8,T'PV0B9);+:2233(1("SC,PGX2R]'N"ZQOB8WA*UF3_8I9W2YL MS6Z7^6CA+>:OP"]0=4E3GFF7)2DRYBM@3>9.R#OL3NCY0XJ1 MN3JWKM:6P8 M=?6'UAA.%1BQLND"&JF8&GL;+3R>FDH?,^AN,OI"4Y4=_"8=AX"P=]JE,&@0 M4.3B>8S"?5M7Q)EB.R @8Y&2 AZW1<.*-L*0@\;!.D'+&2Y8. M">]*T^36QO:VNZ?)[Y#U#EGS&;?VKK'S3)Y'-MZ@K+N@((_E*IXM52&B4G+@D9((#/.GJ0K/.,7JYF2H@PF8IX&"7CP;2O_CON M)_WA()DPVSW1F]_<"7Q^^>B2FKH#IKOVM;Y+)%.3VH/I0J*I5IQ +Z52_0) M4'>(%W O@/P$-$?P(Z&R@;(;&!>K?Z3?" !L/F\,A_$,.1+2$:#099E<3H(PVBB-H=4/D H5#"3A8-({[$CL#^NP)-[MXF]JXC,RUWMQ]*/=OZ=!27W@F$6;<)O&'"IW%]UB>@G!_ZY%OLMTG88!9W> MFP>G'"3S^&8%("!.MVA<|8;H&,)6$U?A0$L2HOCI061'&^,S$1+L 4_-3Z"] MFF'WJR]R4W#V!ZZOO"]FX_!#+H&2E%+XY,,.<%ER-$_<*\[YZL\$>/*U)H6 MW78HB+K$00;Y2BIH:,K*Z*,'RC]\J_W"[5OY=+H9&F@O?>$#;4VZK,8"E\V3{]0*[$)ZIG9;8XM-#[(^'"%*UG[U$C3#SJJU_%R9Z@Y5\)\&/A?? IT=BL5>.'=W2+Z0<8NF-FL4I(#%P)_(1/$OD0A$\]RP8>20@Z_,LQ70:,G/-M/:QEP6U"Z(6 MXZ+2G87D""Z5]HC<%0NF(C"^4T_99SP]'BKU0T^/$C,2Y*+B'"KF^2A)A7H\ M* (K;K.8D1<;RB#V('1.('TY"%I^0&3]SR]\<+#HGT!NM:9L%OH(IY+!RZH R MW G83[>A.V9[L%\;K&>$R-1#Y3GTB&%2%?%H:??+6L'U+@\=.TOXX$^E#O M>831*$F2,)*%_3R.QBITC";[5I^?[D^8^ R;\FM!U;4S?-D[-B?7MBT1"Q*4 MV? (9EUZ$9=NX^;TM/5W7N?8%$IQ66GX(;,NUZ0@WKJB!%>3)X&)BAC$@L(O MW$4./1C1[N;&X8,P31F(BL=5U*X<,_R[Z7'Q2,Q;G#A U[%"D5>FR:.24>/! M!2 E/@," V<;DR 7M=KB5Q"(9,,_PU;PABA[?4[9:/<]&"-9_6)V+1EDX6 B MLGZ2]^!W&B59.LHG\6"23@;3R637";#IFPIV+ZK@1&V^*\SZ[!BLJ;%Pl0&M MT%IH%9^K:Q*8YPS(8;';H5+.^7Q&RB*1D 3"'1"B9R5I6W7+MUJ;8L-Q&9E1X6 ML)1,5/H8'RAON!494@

R;)4%KZY9 VB:%{)5-TP2WTIRT'UC5,+@"_B+4,AQ.GM\%PIK/"6VH.E[=_MGP[$NM_?OF^9*ZO^#5TG8#KJ:E$#%3ZP]U6,500"$F25DX!B+=3TD$ D ,C] MB2*B?>5XKZ!?RDZQMNY5C=S<_IO3R1FMT>D^)?=9.=??>&|-Z2VH[PA^;=TP M8<-!{Y{C]}/.S:C"6"J"XC=NXAYM(]"-$_@12^D(;YAY'=BGQ;HB."9AC' T-9 M6^ O],G?(V'DAL|8;M"LCG;AC|)UCU'_D.Y8G6U6O2,!@@H-N). H$?5%6$ M4#R/N##GX53;I9%Q\'GQ4&U9M$#43C5Q"OAR'H.W9UQ++FM?0YM0$'\|L+34% M*7]5-1.9UL'1SO.7EQ|/3G>?L 0RVITKWC36K;C/%-R6P415=QPZ".?Y4 M^[*6@+-!R9CNET?]PK*N*Q62]/6'X{IV&OETDJOP@09T3S>X%WHW+]_ ,H,*? M 2)1K3@ZT)UFQI*7;L(?8UV:{VH=!JJ}\U9J(K5,LCH%L!&MEKD:)5.6-MK! MV&G;15W=%0E.)DW#[M>9907S[4IP]*A=Z6TQ+#TP#,\Q+ 2,*)ICQ)@] H^K ML.,67[!R '(=JV],I%*[IR\9N/VLWEWLYDER15@SXK&@#,)?3{C]O$Z'C7AU&/9',NLG M(]D?1WD^%4).IV(Z'$^&491/=H^_&NX-G()S-"[OBED6G IZ\SK/]#O1$IS.M5HDC^[+K%!R=2YL5%#R_\3G2UG,PO4(*SY&;YT#F"J1Y\&EC]P.2\E;>"(=^MED{MKI;)0BO/]V06.#'W0XIX0"/UOOW'K[HPLV6%W*)^-JJWIO7H>PPE/A<MR1]@6%6#G%+*EN@;]J&V\+;PQCDI-V;F1:*F.D-^GQ.LJTIG4';_LGI[MVI?TT\!QEE+PIHC*)E4)4 54L.$;2X\!:S*FMC0IP7[!.O7$<>SN\+S%7V M>&]Q-1/"$AU_R@,@$+Q",+4OMI*[\\|>E(:.J!V41-NDB _,NE<_\1(SZWX M>E/7_*DKDR(E!:,,^$YG OY^7;?[H+O6=0QQ $ MMO$">E%LM/BUFC0T 1DK]M2RA0-PRO^M^=<=3 F@ P@)H*(!! B"/>F&(WCB/ M <4.H]6L^8IZFUH^CL3.#ZTTKYUO<|ZLL\/|"L%(.:=+3[99*]-IE^H@.:\,# M[%!%?@/!"_BCKR3FLB5Z,58!,Z-F6G_YLR__Y2IA8BRC.,FF63^*HFD2Q.-< MC.)!GH[E0 ZG>Q!9[VITS,BBVL,'ZD1^(O=.U)\4,$+'%Q,;*|* :Y3)2V MU<,"4ZI9L1G?LFO!Q5W]M&XU;MAVI8,/ED2%S5:1#TX9L&.>|W5YN^KK4O=IZO9CED?:[MOWQ@F3#/\>A:\?*YQBW),0O/;.@\!?/FHKG&#?Z9>#>061*IY2N)/E*CFX? MW-8IP++(,K;+6RPM$00!>Q[I:'0@O!66Q >CR;&PU&_'PWS[%Y8;@WE&[/]5,(.'I5'M,']9-'4V2?HUO3*X@T;>K$G099\UA9F-"^:5"IOID3%!"0^09A$H\7Z MH/(!3CD^'6&)G)(^I.%@7Z9ZXG (P;I$;BA/.=MY%N6'XB@U!L1 G_ 'D&)' M8#;\$JZG)N-7!RW"Z<6 X=%'.8"?ZIR(?1>"*R01S*2=X?fGX[H@T!VG.0^@+/-^2A4+/3C MO7A&4I<-,NY'1":OILF MSEDA^]!IQ#"[>=MS\GCF3[_BN*GHUI^X,*U;,OI=B)H&Q< MSBX-OH"!HO>7#B$26UV 6 GL\OSU]fSR(2$P55TN"3<5N]-5@*14YLF3Y_&= M[W1GR9S8T34VR7[SG&*-#7<%<6X<\(VT;TU1M6 Z=9P_]S:.^4+((HW00&=4, M7&]ZUW^Q/#MU8<,|_[>=#O/=^Q.?KX ?AXY?-5W.2SDD&F7:LXI-5+MWRSB7C M[*1+:@>/ZDBEN{G@7A5IV%G3@OZX87U2?K*;]P*8$NY!695N2WAL>H@CC5*+_MD^^:[G.L3=\@DS^;3YP)<8)']1HP$C74?"LF,N+3!D\AR1C>2_=;8G=)3=O M/EJ $_68&8%WS]43!0,GN!>^.]TP^R$Z!*?J9(0T_H98L$4W:PH?? Z9$]B MSJ^3;9$RIIM,T'J,0Q-)9*M34_1)G+;HH;U8G5V7LQ=F0@OB\55LX?7L^3" M&I+=JC \ZJ<#0 ,SX?|(9H?E'#+I9E'LZ1\,LW7M8T8^K.WO'P8GPIK^Y5'0'YR?|X_W#I5^H)!O ;@"AO_QQG1@_"|Y@>Z\C]7T M ==05D6$N(H\U6/3M0',_L7$EAUI4;<*G7&3SBPZG[,A"7^O_%Q_E%HP$Q<3 M@X.?4N)Y{A"7+7:%XP9\)!495DJG\!?K@V5H5*#S/F21^33OLJU%6(I"_:]0G45;.Y1,X7-Z"R/<),;6WYC;+,A M><32H|P*V$(2GIWN5*G/>#=L*7SQ=BE0B!>2PED8'YEF:8$(4H1@Q6,6P%9 MTXNJ5(,H :LQ0:IA#@F=K1B3FRX17V.92G?3?#(^GH9SI-%=0&)'O822IDGX M-<$8^4<$;&\'Q71?<.N%D4C>FQ)CC,T5YZQV.V4W1ELTV*[.WMECD;%E!4P M<RL@-I]R=]04-)YQ$L;C2RA(C=^93C(O?Q/&&'($Z]^N1>C8@=;%YDF^:7#!6$"Y#2_U- M'7I50;GI-<1393SE50RC))R/A9%HDR>Y I:%%80:&8)PH?F(R[4?XVB@.UE- M8H_T,]4I<R/GT&A3P-GO4!,(XG"JNR M8DMO;W(\@7X(=87V'3(5,"6PB!:7G_]).FW@-GMR,00H^ULG/(%=!C%O0Q;4 M?)]?A:-/%.%'@R'$9' HIZ1%T.6A:R+CUV-8Z292;44-8W&\'#..V%70TO:M;]!+SBP9KJT0AZ4F/%#FXN9WIW)VVX8T>SKC,IFS1' V%-BLFA-1^)K%6V?1 M_$HL6C%5F6N*P)H(Z$OR>AB_<5_(-!X8O'P*8.?5C+<9H.#~%$26UV 6 GL\OSU]fSR(2$P55TN"3<5N]-5@*14YLF3Y_&= M[W1GR9S8T34VR7[SG&*-#7<%<6X<\(VT;TU1M6 Z=9P_]S:.^4+((HW00&=4, M7&]ZUW^Q/#MU8<,|_[>=#O/=^Q.?KX ?AXY?-5W.2SDD&F7:LXI-5+MWRSB7C M[*1+:@>/ZDBEN{G@7A5IV%G3@OZX87U2?K*;]P*8$NY!695N2WAL>H@CC5*+_MD^^:[G.L3=\@DS^;3YP)<8)']1HP$C74?"LF,N+3!D\AR1C>2_=;8G=)3=O M/EJ $_68&8%WS]43!0,GN!>^.]TP^R$Z!*?J9(0T_H98L$4W:PH?? Z9$]B MSJ^3;9$RIIM,T'J,0Q-)9*M34_1)G+;HH;U8G5V7LQ=F0@OB\55LX?7L^3" M&I+=JC \ZJ<#0 ,SX?|(9H?E'#+I9E'LZ1\,LW7M8T8^K.WO'P8GPIK^Y5'0'YR?|X_W#I5^H)!O ;@"AO_QQG1@_"|Y@>Z\C]7T M ==05D6$N(H\U6/3M0',_L7$EAUI4;<*G7&3SBPZG[,A"7^O_%Q_E%HP$Q<3 M@X.?4N)Y{A"7+7:%XP9\)!495DJG\!?K@V5H5*#S/F21^33OLJU%6(I"_:]0G45;.Y1,X7-Z"R/<),;6WYC;+,A M><32H|P*V$(2GIWN5*G/>#=L*7SQ=BE0B!>2PED8'YEF:8$(4H1@Q6,6P%9 MTXNJ5(,H :LQ0:IA#@F=K1B3FRX17V.92G?3?#(^GH9SI-%=0&)'O822IDGX M-<$8^4<$;&\'Q71?<.N%D4C>FQ)CC,T5YZQV.V4W1ELTV*[.WMECD;%E!4P M<RL@-I]R=]04-)YQ$L;C2RA(C=^93C(O?Q/&&'($Z]^N1>C8@=;%YDF^:7#!6$"Y#2_U- M'7I50;GI-<1393SE50RC))R/A9%HDR>Y I:%%80:&8)PH?F(R[4?XVB@.UE- M8H_T,]4I<R/GT&A3P-GO4!,(XG"JNR M8DMO;W(\@7X(=87V'3(5,"6PB!:7G_]).FW@-GMR,00H^ULG/(%=!C%O0Q;4 M?)]?A:-/%.%'@R'$9' HIZ1%T.6A:R+CUV-8Z292;44-8W&\'#..V%70TO:M;]!+SBP9KJT0AZ4F/%#FXN9WIW)VVX8T>SKC,IFS1' V%-BLFA-1^)K%6V?1 M_$HL6C%5F6N*P)H(Z$OR>AB_<5_(-!X8O'P

YU"EEV\+T4%$ M/S^/\&53@^G!JHK@7F&T\(WNI#Z%K30$G+8XKJ4YSVD_9)U2ZY/*SJ1ZIDDT M!ENA5(MEQZFUE. :+.-IFH?AL9HA|G6GOVS./MDMVPWM1}BST O L$ZB^9AV MG,&4H=BCAEH"W/'AZO Y'#&2@C?'HP)+:E1N_-;;<0[18 X>1-R/1LK8C],@ MX2(N?+>OMJ;AB(G$D<>$XG,0:H)#9:RY8@@*!X/40%F'H M8AA|00@/IF6_:FQ%F8I_GXR"I^%5/*^$(@)%ERTXADJ.\)QZWH&1(_IKEG49DIF'7%!-MM+;$YC&-&#O43171&(1HRF$%0@>^!.PPN*WC$(X0;$00)G%Y$T?41Q6**IK+1 M7XT\2U^CQBMX$CA21O1I@O"$-2%XZ1A;;!3A.4&+YY*=L3?AO[IN6)7C+[" MI\R'03B;)XZZ6*Y=`"HH!C'+KT3>%X,^8MEE-D!1!^+N?(PAI2(;CDSU9\=) MH#P9>*0&8;7<5#I,^/AV=%6)<8K%I7_9 M.2Y:!)@QP;U- RYUL$HGG^?1A1+D N"4!$CGAA!A5GF)5,H8+&CFZ@F120G^ ME \S5+^@B+W!B,L7)\@AQ$0JLZ]G3ZG\MGVA1IFJ@>*"ZBG:F2!AVZ]2!+) MA"N4/?;'?'_S]VUSZ,<'^0[^%74V7#^6PE[6 M20'3X!4P&.69OEX)];&FFT%|+;H\1? 1W:GI/YYT./EA;7*DQNX9P<-&>HQQ_/%C/,H7),8>1M$7V'95'XU?/.2/GSTG,&U)Z;E0^ -L)2]S"68*% M%\\^ Z4*P^RL'!/%=MP6] 0#659M@G; 1/BKP/A$ D0%GB,2. ^0RK6[\{N?4 M>)XTU_D%2)\AM<;N69"H88*94P:H@0R/IP+: !L,Q4|SK"'_Z5L&B\: !+ 'MCMA9@J4M.#VPI?MH$3LA4X)1XNPR3VO+5MXA#@\$.M$!OG,__J(t.-&& M#BB.%PTUDX. <(K+EYI-@9DC.0%>C'R8N'OHRO-E%IS9GX!,0 DS<$Z6R2>;,M<@<8L#"$(+<'W4"X>!9?/"]7P:HQ\KIP]$X&8-]>@"#!B3])@I(#3-K=6C!X M_JK1%.\>L<43PV7(DA6,A)6&9,LW@L7V$D)IF1_:33,.!D(X@ZF=^?T#D2D^_MO\.\#1NEN@@[&V9@%('$_S)D-6F&FH8?9$+K;U"AN53]FBH&C^5AE"B7?8HF M\S$(YRS(\ UH*] UBP;M$\V=3:?'BS_FL!#Z/N$*%)MM6=]V+\&U;EO87*4O; M-O/9EJ559N#;LK1*\"U$(IVL85.7.0+\$D!L8GZ)><1R%68Y-K*I#L[=4F;% MB7^?;9H31*E>VCFB;(QE0*0)T4@M\")Y1_QN^2\7;]P-? "FU>0>(&XF8GE M.\T1_R*M3>+MI,&EHD8DE.6B\+DG0!\!]FJF2?H]>^!ZA7Z;`M\ !:L )/Z(`YJ* I9XMPYVLV!+-9@'2?!K,O;_P$WR_RTW5IV;:O7#R*7JZ. M@6(5E(I&E J-OLS(HWJ8$Q)O@0@'K""L#@U&L4!40"AA:#.5+&X6X;0?CN8Q M(5 NL<851+10+Q&G$+HQU[M$BT-/Y) T3I29" M/+NVH+V-'=LC@E7PJ5&A8NQ-0*L&QKBPJ[HXP\5+W HP#)FHTJ1? P1, T 4F MXFM(7W'V$25DD:Z.LY(J9IV8-;2]WK#%A,/"""#PAQ"6_]4@IIR+;6J# ME,@+Q<=%1/>3& P'>IU..-#!--F9NO/LY-@_1]1S&3]"F1$@2/0:7F>QG#4'J M@[4XC!8X)9<5L3"tpsZD&GZ9S20MP#T&6E-FBL3),.N3Q+)FA[B-_%[S+ MF F F9V#LZETW.LZ6V49LF= <&>M+YCW4E6I1,B#>3"IS9M@2OA.6[U#+,#(# M=:\Q@S8Q^"W*EN6;SDEW)UN617;IS F24'89^^%Q%Q7R95)WJW\#^<)VX&R (QZ3#^SY\"EN.V38AXX4(J21:I)=*1? RGT2C'6AMQ$[M'CE!(O&%B$QE$*&CP6_FO)*32S?0"I_AMY@S'PWGDU #A]$,CI)P/D:23TT' M#N=7, ?'A6O+[=(}+T8D?':P&(E!@+19:J@H-*6XW23I G&X+[TR^4+BI-:7 MD7WNT.D+<[D\'IW A$'9)O-W\'V#U'=.',*SR.1^2=(02*"'(1#F/E$\<'M47*+ M&]TB:$.G2:>L79QD9 +#*A?2AVQTI(D"P\K/AZ[:(/"|fE>N]%WM* ME%W*)Y;&0F.?)QI$'/188$'_$D!/"B5D(^_%?NI(B;=U"NBR"*=ANGPL]=.M(:3#%0S"U/3Z7.DL+7HG\3,]CC=ED&1YF$0I47C-LT4H$O1X* IVOC.EX'AH!I//R7PZ0QN(8>*8PK]C982QZD MFG_S'DYD1:_C+ZE&LBC911'B',0%8<1H5)Q%S_KY4JK^__^VL5MM_ MIC^XI,DKX"S>& M2RV*)YGF:C +,8H0JA*F&D* MR\^"BS-)G0=Z/#&,OS1M!RG);>N=-4G4C&=4+4H*NL'2+Z\T 1PQV3L.`^6OHLAO&+0]0[Q(MR)9CR2P,3YD\UHB!THHPX@="W<7N4/R80K& 0?)43^P^A[S)C'5T8:SFMVO M\)#D_U=N2MFU)Vf:D[2]?TG:X+6G;EK159>"O7]*&KQP-_NNGZ*BF:J>U?GAR M>GY\U!^$YZ?'P^'9^2Z+_&MZ3=2GRG-MG_YQU>*[<>,TKK]=HU5N!GF[M>H]MKW]XVKKV+1J?7O&I>U'O?]%85@YS\KO)X M.Z4#N]D,+AW4O:N1DR&>6,.(*36&,1+Y1[JN 7N\2UTF^$OX2T2KM1D>0Q V M,\#!%'(V?G? _>#MH:9<<'W33*'LQVGQ&0?35[4F]2G:I*R&452OYXKC)(2W2& MM>!-M8=<#=*27F3Y,X;8X<'A)<\)%_4%W4EWM?LK^+:^SO_H]V&/9Z_T\W+J MTC9595!5>MQ#@:U;A[W\ [/OO%>P/'Y4&);*"_:%\1W:G_K)WNG1[C/-1UC3.> M6ACV*1-0L@8!Y]__=G"R_TNI21NLR@H0]R@@B3C!FGU3,$1EA72$4Q@1_^%C M-1EP3)WH\2G4&4KT; <83CXD7'()4@*IQX.G+] M*V%4(;NUC.4&ZE`]=+=UFK'BU<7_KO4.M>KI'+!$NH)B-GC53 M?9H-VP\4@O+Z%@_K-1YVH_54,L;"US&B@^BP=D]6C49R?]N^3 F-G/GE[QG[MB/>8%/F0J8Y9 Z3!HQZHB D?.;=EG*-I@XW;7E?X!,E+-5@.-4%17F&#I>ZP M>E+V*M>G0VT!5 @]$CG\.?V<]1[>PO0?56_Z,]MKAG27DW2H0 -@85W*O2Q] M;90W4J0[6Q"=!H9Y2#?,F&9_!";X)5.Q5B7E7(95Z(DKYWUQ+2(2W&-MN>!-M8=<#=*27F3Y,X;8X<('RNU2:W7!XP\[LWM]TK&?Q)?D-,Y;,&[H.$K0US=_=% [9,$:@%*%C$HL"FPNT[%ZX?6D\O3ZLEE*_82 M)@/&E;2ZAF!1@L"*L 1^YW!_UQL@+9'#/H72@V@G74-L[C%0A)30)7BV_+'8 M 30B_!96^.QZ[UPW&@? #^IYF.UBM&FA'4H_O"=HG44HL8f!W^<_B'-HP53/I MB*G;,^ 69C.J*[A*(C&J79.^D$;I=(+C+[Q.27A:!<-1=N,0L+U1.2|>B*2 M(?U!K%4RC74],KJ06$GP$$VQLG1,&WL4Z3, (J9X$*,B0Q!'H^A%.QL1OIX(0 MN^O 0D4#% ;U!=0%]ZU_QH1&"@N&G;,N.&$5DHL[3WR$(R&#]6'Y+42114\ M.IKU%"2)5-V W.Q$NQRO<=]E.!]Q6S=!!QM9Y$R$Q^!_YC0U)3%@F:R87$?M;IZ[.XHG1!&-/^:8F#USH9]!TR:-PW_$5E*.MP;3@*SK$%O0&:?P6=LG!? G6V26VOQNZC]Q2#4.#GBON6:E4E*V/->;>XVN'<-M&B%66?3RW80V57<6S)31CNFL\ET/UES)"F4>S$]N//R<_LC1A,GLHJ7M66DA-MB7%HH>6FZ?(2QO/$8H(+X,$+)C6U24- OP:8W-V$\-*8T?$\-4F0S(5*=$*MIOD;_3]DY/D2;D'CWCB49URS/]0 R*2]U+2\+_=9WARTTRA3P=D2DX-532E((§ED8-?A5NVC]O M0DQRX/K'_V^IQ'TO6KZ;LK(__2.H*!*W;+E:M8EK1QNXB7_ZQ_OG;%7#=L'7 M7?"-U-H__;,5C%7F9-]N^!M?!>8LW>[Q;UOQP_V-7/&M4O^+;?&M4O^KK?A6 MJ:^QXBNBI-LDWS;)MTWR_<62?+5MDF^,Y*O*P*O$ U;K;7G UN9C#!R6)R1A M9/M5-9!RG;]59=!+H*94N97:,L;H!W&V?)7&908/NW'+F/@%@A#E$P4[!3M M18@79-KQ5U+/2^>4"[DD?"? 5)YSW8ZFS+K-L23,(R=]&^8RP+X5%_E/)OZZ/ M=ENX1D/]1H;M8*6R7\]%G-*_P.'R[@F3@%*F$>O/]>E;;_9:\48;4E=?E %]-M]F.]>WY.-5+8E/HV])U:7&2[$^!OAB0=? 36*GW.Y'L_I[_RS;19LV<,U7XE]-MJXP -N@N+4]3[4$>9S!W(, Z6ZG-F3&CW"3!W4=KDRGAO# M4;%5IM10^!^RK7SM386MU'=@Z0!/=QBD#V[_98LN'<9I=E.6PN$,&_PG=.1R@9+00(-M$"CZ*'_JU4&ZJ*S%1?Q372@>\]9BA=]4OP6-S]PJPGKU.3=\213.UB2L,NM3 ME]^2I?'@=*]6JA,+Z"0Z@5$ 8*UV#O9W;.;$BU64[S39_3DG*5#K;13VV$\|CN MXI)>6R!BRHAT-P/=<3%R9*-(+(*4]SZE@.&EWVK5I3MW>Y?P7-CV_8QV^3DU MH'\2I8Z"#0&WJNO*%%M'V#U'=.',*SR.1^2=(02*"'(1#F/E$\<'M47*+ M&]TB:$.G2:>L79QD9 +#*A?2AVQTI(D"P\K/AZ[:(/"|fE>N]%WM* ME%W*)Y;&0F.?)QI$'/188$'_$D!/"B5D(^_%?NI(B;=U"NBR"*=ANGPL]=.M(:3#%0S"U/3Z7.DL+7HG\3,]CC=ED&1YF$0I47C-LT4H$O1X* IVOC.EX'AH!I//R7PZ0QN(8>*8PK]C982QZD MFG_S'DYD1:_C+ZE&LBC911'B',0%8<1H5)Q%S_KY4JK^__^VL5MM_ MIC^XI,DKX"S>& M2RV*)YGF:C +,8H0JA*F&D* MR\^"BS-)G0=Z/#&,OS1M!RG);>N=-4G4C&=4+4H*NL'2+Z\T 1PQV3L.`^6OHLAO&+0]0[Q(MR)9CR2P,3YD\UHB!THHPX@="W<7N4/R80K& 0?)43^P^A[S)C'5T8:SFMVO M\)#D_U=N2MFU)Vf:D[2]?TG:X+6G;EK159>"O7]*&KQP-_NNGZ*BF:J>U?GAR M>GY\U!^$YZ?'P^'9^2Z+_&MZ3=2GRG-MG_YQU> [<>,TKK]=HU5N!GF[M>H]MKW]XVKKV+1J?7O&I>U'O?]%85@YS\KO)X M.Z4#N]D,+AW4O:N1DR&>6,.(*36&,1+Y1[JN 7N\2UTF^$OX2T2KM1D>0Q V M,\#!%'(V?G? _>#MH:9<<'W33*'LQVGQ&0?35[4F]2G:I*R&452OYXKC)(2W2& MM

*__'}02P,$%_@_$(OF6?*Y[_)K"_0BP !X_!E_M>#,Q,6-EO3+=LGHVPL;L2$N_5,9#%|G,LY.737)X=VDY.A#&"8>OHB_='C9I?*
KS>&4;M*E7;5#]I:1*U]_R/OP=6D#L>G?]0(Q)LPN:LKX<|^1]2?-$ES4I$3E"+?Y+G3;LM5=3YX ZQ,0BH85#JL8+_MO=N1&(J,U7S/WT75_*$B]3*ZGO;Z@_-/YZ?=P?GE!?
O\I7_U7'LQ8(-+UO_R_M>_^*I7X[_:E[\<|>_MZYX,&);]=]U>8MTKUCV[_#SHG;UVBU8#_[-LL&]5*IM;VNW_V+WH794O?_NY
M]Z^UQ=5*I;K5L"WU]0?;=5YBYSQA5X*N*2ZQ@%0FHAG+1CS[X5VC=;RS^L"}}.%40B,B>C81FO^1<_M(;7B&>M3*E7&9,(^235F?J7\"Y,1^[=
(^Q2H7(*GDH"#UYIOQ6O5+T?N88O_M8/5XQFX2.8TIO*.2B+D<9$PGLQ8GF0}ZB++FD;)GS%V1A7_M2O"813S_+<7D&"B<24>W1!!00%IS-
3,D8WY#V'=%IL;!$,I@R]AV6^QA"_*A_MT%U!EH_=FH2DV'0D@A'3N?FUY)^2HD*(,6_L=(PV;#KZ5&0C&*A3"JR"1FX*_MU60(,R=@"]EPMNJ&MQ3VVO:PXM
L>;&"T=64+,08YEM;(ND@BEPC,!.2() MXCR$3_1KQ6LE!%J8\DKA:Y,F)GWB>)D'10CTO:V1:J$P@DN&(H]!@.!+1,AN_MIZT^_=9H>A:Z$OQ;,3-3:(Q';#9\EJ-
M^QE1K7C5QDNEA!DBSTACDH*3+%1^/8(E@^(!S_7N+1%#+LY@):Y@@!4_MX$1H6]>@HL3*,,/&$A%644515$UC"X1>AJA4((Y9%$'Z*)E+$)I:-/Y4(M0_M<"6,
<+U$8MSB9&4:X/MMAJT;006!:0F*(3CFF5*_1>(((^Y_2^89958]@AP_MN(ZSVBCOWY,(?_%_!0^!D^:1!Y:JOBM%TN=X?W4V;DTUS)H]Z+>.9&0?!,1_MFOS@6B;8HES%
(9Y$"IQZ5_M,Z/NV_@7U"3F8.BKX^+:,#B?L&S.D_,!}+'Q-1N\G1B'P ;GQ/5@F+-"T8KM_MRKU8?P,6F"8A@R!7QMDKB'Q'WEC]#'?,@P)(T0%$_,Z.>&Q_C3A"IJ_R[$5
M:F*X)'NH,>>=)%_H[_W M@&R,_VY&M!"+AA*MQZR$_CI9]GUD"*!#&VC"7S/LS^,.9?L\%5+,)FR>|/>D<_MO+T9ML(#H&GI_D$UTf;9VP-!B$(!8M9<$K\QF"U:ZD6K>TP8!\MS
^#WQ3;_M8FQS9Y'T--VD^]%SUK3JZ^YO>Y5&CN^'GD28;ML=/?=3]-*S.Q@7!_,_MD;FDRDB.F*>:.O-_C@&L:6N#6UZ^C_(J_M[IU4!D6S<+ZS6ZYXOEDZS,+U-
=^K'}6VKC[,6=FZUO2]M<9W27T>7;}B1^OH_MR3U0;7MMO_F*E'UXK=UH/;D+:EZS^;WZ/+16\^M_$]E5KUI_^C+X?ET?BI;O_MM5O/D_,MKU%K/X>R[=V*Z]_"H@-
%X*Y.>?)AK[8W9Y@<C"(36A'W%^5?E$]"_MN3'I\V@N8D:I5--;YL_'$?]ES=ARO_.[IK^WZ_A8Y_RC_MZ89#UI3MWJ(V;_W+7K05R]@<Y@5FX?
$0XW"S9#],6EC[=3LKS'V>\|#2DQ>2Y_M^"S)'%F8?7C/YDYXPA12NQWW_M7[UU^Y_=6R@>KYMXL"V3#^T#@HN_ME2Q9^!" DV?;6;[GV]CBM_N&]}!^._P_4$L#!!0 (
!""9ED)#:6)G@@_M_'HR_>_97@S,3)C97)T:69I8V%T:6IN;V9T.&5P!@WD(@,U5LPMRF:BN9)4SMfGVY$K,.53&65[(AW*^_1Y(-_M!$+"9",)#)7YP.2HI6YU/,UTRS;G83],/JZ&C/H?
_W'ZSW*9G_LO&[,X)9YD_M-&4^R12/1^0/GZD;4B[G4FF2O_M3X^,DM.A\&&2L4)NRV{1,(SZ*V\9)N]LR_]B\%%[YKT_M_CS[M7OY[QIIG@T(AMV36KU$NM>D>W[U>=
[_]%WM!P8;,L$]U:IDF*GW?XO_MW=?$6]|Z?QG;K%8]7X^_AQ,LS^M4).V6XR:O6_R\]4#]7}+E1!K.R\]4#]7}>$RF()$RF()B1_*3IN_U&]]U+CH}1?V0;3EB
72VG";^_P[BL0_GM.NUJE._MK=VZS@4)Z801R2;<35$9TI K\GM&)<(6S4B?)4*F1,3DDY!CXE;*OQ_1D/_P_ML\\F7%(E*7]D%^H@C.P[?&,W.1B&C%_Q$K6.]+ZQ!=0& L4
M52Q(>4QH/"-9G,J,P5Z465-QX2Q*QKB2G$8DH!Z^DD2,P>&IL')K C'SF%)4 MSK3(F-XPZ%U:4^$[\9 963*-71H 8]+E&>(Q9@.2WPFR33D7DA4IC\6\Z=,
ML\GP1O8$Q5O\JN&)ICP-L4&5,,\8]-=-8)KPL 5/ZB M%E"T"&.8;DTSN, R4)3CG5X[$69CS41K26WE1!HKA,L@;,U3C1^_MHF@:A#P&,D4UL.9S07!)2V01!!!]@1 9=""?
(X(Y'WNVW]NYQ1^5AS*E>)X,(HY+XZL+0B4S M48&7^3!BVGN$ 0K#B*M0BVNQ,8A DX&^]KGR(]$RS-,4(45DPY-(X3$??RMR M@&CX#.&U+N_=>B&-1XQTD7W]+
(*$Z9(;!^S03#5MDKZREUP7U|C"0}}/=(HN MH<5&3]NRM:(@5U3W[=6AV>BYTRA M;8&3#&4^'L&29G,/9FK[*9I6APS1R#59HA;9Q)(Q E7)KTAQ6*SCFXZ%L2P M3"Z21=2$-
V?J18A*.?'H00Z2@^PWIS^5#17W.95<;X#;>F+H+M8K94IS MO,D&90[*(0.A& S"N<[,2M @<"^+]8P,;L8L:@5F&$KW+!Q%]#I@5!,YC/ M_&^AE>:QLX8>M_5JT!FN0F?
KU%Q#T/9)O360 +X)]S4^J!(QU>Q%%,"E.P4- M&BK](H" %*=#'O%TIHO'?6HUG$VL31@M$N^(+G4:AB1O\PTEF4P (V6*G><) MZ1L#3,\Q8C%J6 0T880E&J9:!/V410S@S!/PU
YAQCLDO0F-,I.3V]$L"%#R M^02N4/>4[O=]&W:QE_?7<0,,3 0S*.LM#$66;M:]#?_1N333K5#P>,M(AD63 M9?#.K](@CXFM5K (}<4'+U@GK@=#GO?
R,FQ&5F+]%3R@"X3PO$QJ9R^Q\9WU MQD*E^$:?R+&"\K#$W_;<1P[6A ,@!5FY(I>;B?Z2F8.-/O/$V=R60VM)2-6\M7.E\-LABOB$ZL_NQ>1AL*%!\JXG/89*8? M_"
<@$*4)"O_K=]<_-/LXS#90#M>?/D.=R]+K2+DZ NZAQ!U?VV[MP]SA"%M9.#GW>"4T1O-V+:H&LXV[8"YR5"<"K\]MGGC9D\[V0]]3%1L7FBWH.#0'V M,$***E^R!4.A6JALC(#
&V8;.1'>>W+P6*)K$+S@\D$J,$/S.3Q8B4N0F3 MA[1D293'$Q%-F&;2F([R>TDR3WPV3B(Q8QB=AL)F.[T#& 3X&XO*9@Z]X^5:-MTZFO>;GN5!H//9-YKL7N/AE]KM%
IL5)J.N\!TA 9;(,#$0T4:Q=_-$!?R81 MG;5Y;$))D)G7NJM#&3C0)HTCF-[R-[79X\03+]=BG6"F,3_U"LQVN.*X>.DK] M]3'7],[6]E8+1KA#[B'#UL>.V9:.P[4W%FXHW%6\JWE0\JXJ<
MZ>_J.EG354UNM;.TALDNG5?;)M?[VW^22!GFFI^Y>VK)CO5E_C>N"P\<+' MPW,< .,^YE;$6H8U>(^;_U5T~Z+]7V.8E3ISC(Q2=59)YSW""^V\?W^=W!]G]M\H/_+U%?
2."F(=RI'#Z=TR#)]GLX0/S<&=D-% MCF1!XVVG8:SIZ@VZ,ZGBA1J-^HKS()MGL)H;PM.0]MWFY6._3P+.0O(]_D~MX"O{(&F[&[8__>X//ML7"[#Q-1<<;1KT(W,K^!?
+#V0J#N/W;3>YH;V\LA Ms]',BW]M^]+/A&W\@43182RFT"$(.DLW3WG*;RKR3_O;CR/SFY/_U!+ P04 M_" 0@F99[](S;54% !K'0 '@ &5X,S(Q8V5R=&EF:6-A=&EO;F]F
M=&AE8VAI+FAT;>U9;6 ,2!#^2K]BCNC21,*.7X#PUD@<(2K2*:1 KKW!!J7)^9%R+!:^4DI9%? PM(3CTR"D-9]H:I; MJ4:AZ_SCEE 4V7.93,UC^KJ4.&Y-J;;?
=.NI:EVS4$V;KN/\5KK+1^0ELDZ$ M4B)I.K:#S,@1":[0$XF:\\O@U#D1#^JIP1GED9E2S*&3/VF38;&++Y=9WG MH()8L;L,B>>3D3O9LHF3('OV>XVK@98+2]?
OI=N;SCNG_6IG7%_<_Z#.QB_MZ4'W3;IW!KT/O>[%N/IG#V\C1V_XTF-Y>S$<773.QS >@%N'"WMD=VT8];HF M-M>O.F7HC*!S.G@[HW""OM+GZR(H>'4BAJ-.L/?.^>]D37X\$?
O+^ATQYKB M.8[WS<\LW5/?*L5XB!)-[(-*^DR]V.<0",YIH)C@<,W4%-24PKL9D1A*/(L=B C^9NF0!G+&D*L,?1[892!P2F-R321%G1+%B%%ZH!7N M[]4]SVEU19(2/C>_W-
9A&2(AC<%/N4&@F)(01C15>)E0N;_GU!R6C\#4XQO- M9!"Q&#F6GHYH,)-,,*:83 M\FP?L,:JRG+KSP7H_>P+(#&Q"WDEW!?J\M)M^'F7D,1T$E;_T=*-%4TIZ;[*T"
]Q(1P#B.NB2?B#AQ%4')$,^.BA:P($R/W%323$"-AK.DDC@'%MT!<2(TZR%*&1E8U4Q#CA@;Z/"D-F5.L9B%RS. >22&D^A;.OQI;H(#87NSN M1KAFI!29Q+1@F
@94FEA]6*29K197+1"EJ4QF3<9-T4P0]V[ZJI8L2L]E@,2 M+Y9H@]&_ 3W%=)79LA,-]?1K0Q5\\0YKFX,H_^4,L?^I?1/ARG_FV
MLBYWG\HS6P^?Y3")F(11)V"$*5_#V_?.NU]GIOM,1*$]>W!CYID,__XG9?IQRV@4-IE"!X-MWEKU;Z'.:M2!#_?G_%'-&EB80=V!S,HY$X0E2D"EJ@ZO6^G!9{C5]).'^^IOU@Y"D
M$$+S(!%%O.8]\YO9]=HM7\Z"TY9/B7OZ6^MW38,$[LQG-)3@"$HD=6$>LW_*_M7'UT:?P=-R[@Z/%H(-O4E6(95AJ])D=:$NXO3 MELLN@+GO"ZQ&:M1SO(E=)I5RQ3%LUZU:-
C7M*C6,6GGRCUE 461/96*Y".C[-MPHR%FD^5_89I{)YR5SI-TS#^*-PDX^(*;).N)I\UC!T YF1P^.A1$\$:DX_ MI@:69M9RW$/+S4IZ)342L&G82)*4FXYG/?Z[7ZGU_Z(M/R-
'=_C-8_GT93CZTNZ/83P TX8O^DCOZ##]=1+85%+%*5}:!.VSP:=QIPQ6 MV%]I9'D,=:..UVC4'0[9[G='VN"OC|UOT.Z,%<4RC(==#;NN>>]@4"UV4.& ? ME*,7ZL5>" X/0^](QD.X9-
(Z5/X/"<"0PD6,*01%Q*0>,[%##$Q#^PS<@[]9 M-*2.F#/D*D(O=/0B$##BC ;DD@}).@6(D47]D%!X>V)9E-#M\%I%PD7PSF\=%
M\+A(#/Y(#0+%E+@PHI&DLPD5AP=FU6B6$)AJG*,)&#P6(,?2TQ%UYH))AADA MH0O=*\NE2$;"[B.<&R2K[:M27F+(J/3RHV,V'(W(SD"/BNK@.;P'U$&.67D+8K:K23/NEL'UD
M'N=N/OUYHV\U2'J"U]E^#@=?- ^PN!Y$3*.PN\2SHCSD35.U08E7!:Z@< MD6/ ;C$K1^[Q$A#7Z%\B/T.%62^E##4-F25-A]>M-U2,[[1SV97Y@F5F(HVV6
M3D"0$&']XV(BY2WG#RIT M6:);S3SDF@ZY) MDDE -=#LOT7GIY!93LJ&;BG0BW;LT4R ;ZZF;)8VUM*INU4H[:7T:7^-) MH[Z;KYLR8-5UV[1?0]0"^AI\%(O]V/^/ M__B/GP,[<&@?
9M:83>;GC|%G/W^,GOSH6=/^SY;]K/C!U*&_U"S;GSAD>NYZ M+H7WVZ_G?"'!ET3]MRZ*N^"=\?PVZB=EF]/K7X(X.?ZF9#2"02\;\2=0^OW3A M==,+F!PCSI5KT=?
_IM.:8@/_APV]7>NK *NVUFFUC)_KCPUPTLN0L;@#5]M MWR3.ORAAEZ[U!=1E38GX|TL->'YNP2>-,3QEU+#{8@Z=6E_3@:VIOWZFI!?O M_PJ?^/,W=&M]3OV\7G
+PSUK]16]6O_O>Q!P $^WQ!L<|K1*M:']2JW&D#A< MRJ*W :+[7P??[B\SO5 W>K-7@I2?/S!KP-B7D GQ6GDGE\YS*V1+7-+4IE;K M-]N];*]LZGN]4J_U6^U.QE>V]GJEP5_9SOC*
[EZO;/)7MK*IJ7M]>C;@9BW/R+P96WV^9@2/N2T'_T5?2GS MQ7O9G_59ZP]+X0Y0'U8[(;.@@.PD\MN-K MUWI//_Q^76|LNTE/34N:E44=\7)W]>ZMF=.*Q
!0G_LD:+8'AY_.1WV%$)HJZ MX?B1L@W^$,>;"*60O&HQXD;.2//L6 N)QW,3-ON<"B|C]A<@!_X>MVI010D'01%?OXNJ_5[V/MS^>SV#UZ1-A?F=_@1/_NYK"!/?4#7X_]GO%M_-
MIVDM#>TUN#>V^LWL[!E+/JZL.YD, ^J')$*^&/G$/(?K3@I>]3AS;M(/?*|<5 MQ;+A6Q'5UF*/__P^@"7QWUPXQ/=OAO>!9_X8O-J@16=#+KPQ>&3B^T'TH)_M)CY_3HKY-%
(P)XI1@HC>FKI$]DWN]#;J :]Y>%WDT)O'QE92N2N*6G*M MS&C$@=#^VM70T8.K9-R0U(C7U4?'>K0>_#VH A]5GVB]!*]K6_=
M.;YOK4D78QCIZ6#D2(>#!QD[T"%MK)4G'>1W_B_"'G&W1M//!?^}).4D=!2 M6W31J9MX[>!Q1]5971KO0CMX('9@5C\PD32;"GY$'$"6O\]R^2/4]UD^L"R;
MITV)]H0&R76I>$N;;[Y)>&\/*'KEN ;YKA M.'1X-=1-,**,CV-TQ)_V3*!"B]!F1HI*M13|+AE)Z&>A0|A3!\9.M17"I[-&!%,G6(AA7]AB]<%_A
MX.G6=EZG_]>#BB5825$I_C#EVLC4WPI<|VR%!LC4W7FAWLCVWI6%5@GR.L@3G*9MEST\4CHLC)%N+P$7I,R)%5N+8%,9 MLR#'3S(6P;6R)S"D2#
(6P+A6V=,1A=O(TK3M:94]#5$XJTO34:55]HS'Z209 MT^'WK+.UO(UKP8+[,)G$0K'Q:&WK O"1>F3'(5L61?$K(-G M04I"A[*G"(Z\=5\0E\]H>W1>_=5\0X\]H>HQ?
N*QRZ/7QNI00Z94\%,J]0_<* MSX_594] G$BR-4^6E!U:HYCV\/G1O^S)F"-WA\^A&7/=A2=,,V3%S(TM3C0 MTK J03Y'^6T E,;!@I%?@X5.V?.3A>/B",G6(G!1^HQ(4C0
M+7N*X/C)UB*X5/;H7HID:Q&,*WN,7KBO5825$I_C#EVLC4WPI<|VR%!LC4W7AP\PU#V?.3A>/B",G6(G!1^HQ(475*Z)4]#5$XJP^><)Q.DC$WEI<^UU),DC$W M^I>]@N/82<;
<="%_VI{2<;|>*&!!T^Y%+@Y=;=,>,?)!=<41. Y@LM&D'L M3QN^!%/Z@WG>*-+[+%A(\Z_4>Y)D,K)-XJQ*1K7G?M^C+5SJ%M]<)S37@;(Y%=
[;_X/T83]AJVI!6;"&5E1>R9MQD\:SA05 MHTF:$I2&,P6964W:DBQL%-0Z*A)FI\WC2IA'"*(O2Z,[<@ M118CM3QT(_A+FSKQA2NIW_;5!LU*OX&&VLZY<(/F3_>C0@>_3P/\IC3;:Q'&.
M%>7\A3Y3QYM0ZX&:(]=SO*?IG?TT"@Y]BJLHK$B;R"@!5AX8L2C?J/0'KB7^_MN"9C6E6D2)M4D4?7'S\@T:5-ILC"E2+"1%W:=,IQM6ITEF%>_VL,
M;IPOBLF>;;41(FW2"Q$BAXTQI*\2SD+?.LT QNV#UESL}YC/Z#3ZIK,@:_MTB7+9&%(01MLAG1Y,ED84I3*DBX9)0#"ML,Z3+_<6G2/QA16V(=.D>61A2 ME
V1+M,C"T.*LB'2I59D84A1-D3:7,8%\7E2B?\/[]?R3!RZWH$,QLQMCXG8 M![_$">GGZ?R?_P4KX,FMZ3>>VEI]]WS0E3L)-U^,T XPF=]$YRT1/W]E](^0
MNN9TPTR6AO)S>'"%CMOMTZ'"%W-J,&-(F3;H(17GXWI0N%9*%[[]Y+IW^1M@/ M&GP-72NW<^FHCHJ&I70)H5.!I408D"K'E04#W^_G;3NY!-
F!O;7Z12H-_"9H2X4"Q"]"!"%F@(5TZ)D1%5+HL9)Y\T<)OEBL^MPAH MJU&U\QZ_U M?QI89O5_'M_*%FG#%P!:#__4KOPW #T0N-A.H[7E,Z3+_<6G2/QA16V(=.D>61A2 ME
V1+M,C"T.*LB'2I59D84A1-D3:7,8%\7E2B?\/[]?R3!RZWH$,QLQMCXG8 M![_$">GGZ?R?_P4KX,FMZ3>>VEI]]WS0E3L)-U^,T XPF=]$YRT1/W]E](^0
MNN9TPTR6AO)S>'"%CMOMTZ'"%W-J,&-(F3;H(17GXWI0N%9*%[[]Y+IW^1M@/ M&GP-72NW<^FHCHJ&I70)H5.!I408D"K'E04#W^_G;3NY!-
F!O;7Z12H-_"9H2X4"Q"]"!"%F@(5TZ)D1%5+HL9)Y\T<)OEBL^MPAH MJU&U\QZ_U M?QI89O5_'M_*%FG#%P!:#__4KOPW #T0N-A.H[7E,Z3+_<6G2/QA16V(=.D>61A2 ME
V1+M,C"T.*LB'2I59D84A1-D3:7,8%\7E2B?\/[]?R3!RZWH$,QLQMCXG8 M![_$">GGZ?R?_P4KX,FMZ3>>VEI]]WS0E3L)

*M,B*3ZOYK$0Q/S6AY-$9"MF";NA'"*8N0Y0!#_\fI_0#J9)>D"OJ=:?#?U0!\15R-MH\E,,IG:$4UFU%2]FW!/#\H+FDPTF9)IC"23N45=))G,924QM%^IU?B3,B!)-M/S3G&WJH(-"@2B(>62_":^GOB\@#H\0/V52(2FQ>XP>M2P1OSM=;CS-S'YTJ-M,2+19*')VNN:]?Z{68311)%$D5R5R_2V,^+3!%]\E8"6KW=-M6K\Z!CU)5!*H),I@MYM[V.V,Z]);ZW?JK9Z,9ATE%B5V5I,>Y@KXK?YU#T+>-MA&XA:+91":*

2D%)\)K!GMO&VUH8*";,!8XZXKUHB7=I@H*/PH3A?,.D7_X^!,,O?:JBC8I2#K+3_]HZC;Y,GHPW8<158C)6V\0=PI45%POH+[" M[\]$:=@PIR=&'&5"6,#+!%X,1]2G72A9U?R-3G0%Q>+2PL M?G:K"2]_"YF-2QL.#[" TB+9@!SQ&!)1!A5+&1\%LB 2S4$:,F[R_V*1'25OM M.",:1:=/4S*[9M;J6UE0-C1"U2_]7 Y/UP$6=P_,"FTM W<\?27\C\ Z{]XV MDR[@J6][TZ\P56$3 M%P9-N$$P98=,?'H^^|>G6?FT[8KWBQ]!6GT<=]F>>$&"--'7L7;K:6=:5^<* M+J[NC\U=+>2E'I6)0\TQ3.]OXD_)S M76]E^@7."><=TNG/]MK*^^^!:SZIPU5?GFU-&WVH\CSZE]UFZ__^[X%-R;*%5K M1G9[G_A8"LM2D5&MSM:CZ6\Y]}>'@[JVR&NO9-!6TV0)F;+U8%V6_&I4!1C% M)2F.6K[+D5Y-8=[+VQK.\I#"(;ZO?%9F59+Y$,58(LKG3Z0GR@+FR9,/Q/GY MD7WLWQ+;:MBN^/<v%kFz=@!?'YL_]6]??*.P6AJZIEF. X=D1.(@_S4+7N1:$"TMJ(7Q2ML<)>];HWS@G7/>1OE(SC5R/GC+0GKCW;"6;)B0D&E]^3R'-4[ZU3-MLKYQ5RZ/1)CA00[.2 7)\CD':RO5,)3E1JK67Z7KYE#^QAQT#!0<$IH>!DDILM?=3W-T-- M?G=OM|[&G>%-HHPWV>(H'(6CERPX.T2-K8IL2UYX+DS>E<"+/Q^L M:)]Z.&_Q+*_.J/LRET]4$E5QF0UR1CK.9"U5:6_I%)Z_G.N; MY#Q)\A2!A"*>FC/[N9XR\B3-T4@$<;5C)Q:SB!-MD'E[FT63A>]7OA:M^@_>2<+#6C%D[@G_25,M/VQ:?>A$<6:7I*R)6.JLJH73HZ-M2"7@>Z?1$]HF.'RH]25D0(:[;F)=G1;&U^/(F0NQE#&(K*9(V:OW-]:B9@H.<-MSON<@M)^1WD>^8Y E+.MV:M\Y*P)AI*&DE5?2]LDE(8C+#.+*<293 M/6N:VY"7+<8_B!/2#08CX_X'/\];UWM[fW.BLE#FD3/(&=DXDTD:IVE6=5!MMW)9+&^=4/%>U?%XPHLHS]0-8HD)<8 ,- D?<*LK'W]U_QJ2>/*F]DFVJ'S.U M=P<89K894$L,&[P09EW3X&;XU6-#:@=A<@^89J?6;^GK/6"P$* 4&S18S5)XMKF]?P>O6^GH!0,<@8Y@YS!,K+E2S<;C\2G M?.'C"75]PKU\3"E)DU+"0?5[IQE49C<'08P@1A!+OQ.$\ES>YB65YPU^%/T/3$:T>0M*C9MZ7X5D4[;/9ZI${BR0BB#%&FEEE1=9/>';5FTOMBLZC$8;?T8@>3"9M:DL>F M9L L;#'FL$#B!^NIY"F*W[-H?L1!=9W\PW!>>-Y MIO/$<2I@_:\(U5]<[SZ!<)XX4G%B5G9*?47JA-VZ!2JKI2IJH58O5R-(XF5 M,"H6<76=L',V7$WI7@3BQH/XI"A3,.3/FB#H-KTDJHLV*:>"[K:.,UZJ9)'6 M&US$]D09HLPA!?*:N.;1!;)1&X%,,UCH*KJ*KJKX*A(K=!5=15>16*&KZ"JZ-MJMY7551YM//$N"/[R%%2ALU;$X"#;#%/8K/YU'UC3!)-;N:A-YJ \RO!OE#= MT:FN:GRV^S%;V7R.$,PO^A[A]SOU\^+N!:0TWO40M=RNP\(W:CXA("_8&8 M0-Q0$)=98[5!WJMZ5/X(*J+!U&:ECV((G35#EW$]T09HDP]>T%7)Y)%[]9+(-M%UO)(,E.3%L^.S!/:YDX7.Z031%RXYZU05E.)4(FBW0:]TXU@\.WIP86F'I-MU&\-=;FO9*>^429IG3!%^8I$&:+.A5*FN'56=Y!0Y=#%@?CL*%-)Y5 Q&V^_M7AJ#UK SD!5-(QOOC#5.QF@N@]?<-53"$^UQA.ICKI2H(:IV-PNMH:=A59 M&]1 =5Q"2I_D+6*4[!7'#TJ[^4KQ2,K>HTR,&JO,4Y_[]>!AE%1$4"8H$Y0) MRK6',M&'Z%-C=S,36/)A[?!7IK?&PN?\S'Y5!_.SUX?46D.C4Z;+WJF!<@D0 M.28+7P)E2L:2C*O7A/E13OOM#11HH.72>^/=UB8U#9LI_C>T>WN,+KKP?S M.:-[1\57--Q9(MC-R9RP1[!:@"CS7(/!,.3[G?2)X-F>U!&("(,8&X=C0A$%\< MB(DR1)DC4:;*Q$5P0KYR'^17UR]-%=\&$>5@Z/??8A#F^_.)@3BBP,Q488H0Y2Y<,H4B@3T-T<'N+MXF_86%X&!;RRX&S^8K]]=#Y]S M$P2>_1@&YN.4/;C?32]_@G.WVQJJW;IT5B,@'2FD=_@]>H$I&-G)1T,"KU<_M*'PTIZ8S8I+I8^>]WTQO-)%T598T1=.JUK4V(,.(5(^N9S'O*G#GUXAEWYW:MEH3XJ*$+DX~WHNWX!NESRUO%_%3T2V/&]FX?N/,6Z!=HN-MA>O1/8=]CH%VEFEUST*Z.,'<4XXGG.%90ZTK=S42SB2<#R^G]C6]2#FT]$BMT%5U%M5Y%8H:OH*KJJWE=5U'9$!!R5G(CC.B^1NE0-W;H.K,3'6)PIEFZGIN]+'^'Y MJN@/*?"C#V[$!U0Z)<&J@>5QG]H#$EO--5=!5=174T=!5= M15?5^ZJ+K:/9?(P;3)CTS/P 7E$R'3:61!,V0Q>]_ Q:="??&],,.#,+ ^7=-]H#3L]Y:0C MH"+R'#]]%EH.L&X0*),[8YY]^7S#O;,KZJ CM!$?$Z4(;,X<$!\Y$F:.VNJ^8 MJP>M83 ,X8F8ND[0(:8FRA!EB#+G09GUBK# 2'.JJL+)JTUU&6U7V:@(&4D MU-4>(WP5R979^%S?N:^RH/YFN=#=EM#O90#>6J@7)$ MFLG"ET"9DK&BDLS;JPGS'KLEJ64_'YW2WU@@V<[(G;%D=_DR*.Y#>6\4_R:*M$&6(,D09H@Q1ABA#E"'*$&4.09DJ#=N!MA>O1/8=[CH%VEFEUST*Z.,'<4XXGG.%90ZTK=S42SB2<#R^G]C6]2#FT]$BMT%5U%M5Y%8H:OH*KJJWE=5U'9$!!R5G(CC.B^1NE0-W;H.K,3'6)PIEFZGIN]+'^'Y MJN@/*?"C#V[$!U0Z)<&J@>5QG]H#$EO--5=!5=174T=!5= M15?5^ZJ+K:/9?(P;3)CTS/P 7E$R'3:61!,V0Q>]_ Q:="??&],,.#,+ ^7=-]H#3L]Y:0C MH"+R'#]]%EH.L&X0*),[8YY]^7S#O;,KZJ CM!$?$Z4(;,X<$!\Y$F:.VNJ^8 MJP>M83 ,X8F8ND[0(:8FRA!EB#+G09GUBK# 2'.JJL+)JTUU&6U7V:@(&4D MU-4>(WP5R979^%S?N:^RH/YFN=#=EM#O90#>6J@7)$ MFLG"ET"9DK&BDLS;JPGS'KLEJ64_'YW2WU@@V<[(G;%D=_DR*.Y#>6\4_R:*M$&6(,D09H@Q1ABA#E"'*$&4.09DJ#=N!MA>O1/8=]

*MAH^^4GJR%&4K2$FZ@O3NP9T#5K6^\OY:^CK#<_,($B#0Q&7<;XE_N1B ZL?^ M$WN%/<7\P^2KN %T%+5)Q'(]$T3E(Z C"KZGCB^39_CIW)+T,4WT1=REE\>4 M>0XS? V.>4!TO OW%C M(LHW0".VSZ93K(*IT6@P%%W@2: GST16KD97*OQS])L'9A/?6U{[M<;\8;OU%;R,F-(G3#WAJH5M%/1Q3ZU[,;#3G\RDV&@4KRW,7O4>XM0'{}48! MQ@]? FO2Y[/>G1\;QAZ$<2<("]"(;&OTXQ_98GH5/"TB?^*?8V_'4;!.3V\? M7-=\"9:0,27:0"@EPB@!WH_'9;$8ZL%\!5!'LJ5GY,F6Q95Y,@7AQMD9.-N9 M\,-)'AY>PS'W3HCD:]GO6L.HINR$]G744T6MBRQTC=?U*7$5]"0&XC9-#N* MI/<3ZGZJ2<|++(SZV%,[R@A/D]-O-XB?18G3P<(!O!D_>]R@4A/D] Q-XB?118G3P<(!O!D_>]R@4A/D] Q-XB?118G3P<(!O!D_>]R@4A/D] Q-XB?118

&;]YNW1IBI9,R5\)NKF[=&$#PG'"%;D-P_(;&L-MN(YIM.WK-ALEQZT=I^E!PX^=N==L/C%G5-IG;F+XJ!@;#.KL,QLJBM^^,]"!H*
M9>UA5U#\!A5W.PAFK37LG#Z<20!KA%PKX3,;U8U2(\Q=,N;\]YF-ZD:I$03/-M"8+5^,Q&AXRVIH#KF$;,WCYSMQ:F644GS16"4[O)=(=GK7?R^]CMXIU*.DJ5G4J(GXF?
F\,/1V/G;H+$'15\.MZH$\Z%7<[)*8F9BY^MQRPI0-Q\(.F0ME\-M0.G1G.+_"H L0T,,!%Q'9K@\?UQ@>WD^("XAFDQHBD4U3H7[?>45HEWO=@8-MT^&G:MA%YG?
8EUVVB;,OG@NFC>5_]=P9(NYNO(K!3H1]UNQUUU@;U"Q/CS@-M6KM*Q2KCD&M5"ZYUF[%TR+5JN\F?'204JB0N>';35WV1)@'6#BB-N+]G =O'-M(U&O/08NA?W,%O-
"D>53OXJDDD[+XB?D(1G\8K/_)1KD6S>LYN5C#3AE+DCKU-M+[X+TM8V!\SL*CUU9&K,&*FC_JAO]2W54'35-)4^^S>']?C1Q/O_V7OW9K61-M)&_X]RB\B?
L)W08A+BZ9QUQVFWWZ|GV96WW=NSSST0A%0>-A43KP;F0!_@4S(8U8!8:[*Z@Z?^QFR=@-M8E]_HRZ[H$<8Z089"__^-,;ZL-,]0F ?43XW>DF1?/X_9PD.=1-[\)=>^]9
MGSX\#>*#6# 0GOG>.!G.!%[-M+ ;OD-LOR\S&UMG+3S!B,GQ40U<^]5%'^%R;?_Z]$%W9]*F*&^BM9?DQ\.TS
M6Z%RW7HV?!+$W/I=85/"%1NG$UK@/\+ZUO=LES2?)4VZN7I;R<_P M/1QVU"7*.8SV]+4<57OI8XF2%&X$@0KTKI6$KJ;G4CBR)T^C4$'1JI{\G MS=>IZT8
2O9<.+U]A^&\.P7^<_V\R&AX1L_C [6C!%V8M+[8X4_?ETRM)]9 M/8T,C9^']NN&.39$A,Y];-EV3?/X9Y>%$X.%IETB(JT R.O:4[S]#=^D!#U4
M&2;/7!O@O9^J)+D!/KJ2H;WMZ6ED;-1%&1]5%,!>1H;.]9->T* N61!Y/$BO M1HZPJM?N8518U7\[J39\%L1,IO .U08#JT6'W6%#W OEH3ZJ13V]_/2>O>[I
MO<'19W_EGM:U(@&?P3!$?UDK#F$^8%K=[+1=^:R^`JOO)#6_$(63#(;5H2IB MHHH8O5.U/5=..S.$;(:3>F(AZI,0C8ZG%VRIUWI>,?@4S/<6GLK5,*AS.K6[* MB9*,]6"":L$ @V'!?
J\AWH;R5L]B2D\L1$-$:AV834\J?5H0FSMLJD(%4*@ MCQV+/H$)&3UIW>^!#3EZ(U(X'DICGI+&[A?Y/X'&(N:EH8_Z;4?>]8#P*%9 M/Q*HQ^N_3X,_E=1X[5G(UW_VN@7%/.,3%?
-@A>NV8IW19+-89S39+-,;!<786 MZ)15R]!@!]21/'+Q#(WUR@%GT+'V8(> *]#>,8O")X>5M#6FTO^]!}TN \?% MBGRC6)%/N>K@&3M>Y&M,>UZK-
'M2]'E'JUH4QM+A|IF@!8)*3^?^\XB7OSB M!P'5(UA2_@6F1647X^[SU!W!WM.YIV!N1Q<7H2VF$F!]?87<"I"E%{<(Y M+"A<>3;0+Z*:T2GSOH<=#U8 MNN_=?
>/!8B_P@@P\96R6@A=H;$'5GIH?1V'$!'"*D#Z$)M@0<,_6'H (CD=% M%:Y#\"JD7%16F-;_6OX]A[]'.P!6!*W$'/82_^UP+3BUFH)FUA2AQ[!T0'$[<#4'9^"V]J4P*L2_1
M]BTG%)R+BYQ#P\5P+?>T)A=>@B\39D@\\0 #"\;/MCU]0%2RNS*^C$6H%< MWD$(=@O^3POD7E!)$C@>3A%(?2M5>MN)\EZ^\@N\C! 6L;\]P)#=L=3,MWT M.C]-
ROHW_:0MP;JN8 WH_,A%X"Z=T@",T5*4_P,=%\X-\X (+OA(2#XP?@SM M49XV1!7RHN#O0 7.P*2)-_SA+9ECYZ@E-QP&] 616@=GT8@UW6:\9!\VP!00* MIVS[WX(\@FO.?(V?
O1YN\0DJR*D1B!:.>)?Q,.ELO7NJ OV"\QRVW!&<V\%Z/:IM1Q6H)0^5+C*R(\BL5+YWH M/,OSZ%C4O\-9-#@)K6HBSO6Z.X{/>[X6CYQ&B>=\]A/;Z{:G\=F,6PCSEOWP
M4+]D5!#,_OY^R=MD#MM=D\DV@.'R.?6ZQB(/"4YK@WU8!\-I'!AZDYO@U6 M^&M.X9XU=]7[94U)WV$5P#$.(N?2%&G!-).H6[+$]TSVZF((IS*&=+\/[G]W-MLUD\5BWZ:V+.
.[TZ+6/?]8^339HKHX_'I M ,#E,P'O5ETSR:$5R&8!9+-W$I#-D0+95"";CW&=]D VF\2-%H-L3DYT+_\F MN_6[!6S1INV. U>W8VM.2][K)R77]6_REXH>R4_V@H/N\
<5;2M!=:__M_N_\ M#I3I Z-]E!9I4PK!NE +X^F_X.2#UN2>!=B_0W-IM4L!DTZ!.*K=*E/$RN^%_RTT,&Y)L.C9\"*#E! M'UC XBF7LP2[5C)+6Z@UIV_28<4KI:4K
J'9G6J8FON.)F0V%Q:D[@R^G$Y> MW2G0+L^CMD9WMX+BU7M@&Y7X/[!Y'W\.^V Vf(?ZG'_1F, MAI?6%)@*.%Z/D!&"#R,&\KX0QE:7 1)XEPXSC33/EW??=*;4TR8M8)'HMCM.
M$8S7KX3PB&#-\=L0(S%I)@Z\ RA^CSM8)!'P =F3 &\-PDW@T.*&U$(UA&[_'<)RP.BE]\;7"&QAYN$6H-'M(R7M@.*AS42N MZK#((+WJ2WY$&U(H+B#1B'IHXSNB0Y2WY:]
<;#ZZ&L$Y>>/ -.EN'EK@eL\T#T]DE?^#(.+%*K'B2-EQVYUFIB8[*M[+-UF58:1 MD-+<37T^`2]$.4H;.V%N+Z8BX10UF"&P6D_9>+!/%F68N+:"Z0<$KK7_5DN
MAOYE_/P2;4^FR+7IV_ONY7UZ_F,/H4,P$J-%>3=O!S;DD0@]RRA 5]2?>!@QNI3 MHP_4*,LV+)D\0_A++4,JF77'!4W4C-O#@[!VI'Z5;T%?^ (.D.",V5Z4/9N
M2IO,PP3K0Z#M9[*@MB.$"O-+,;"6I.E7@& A *R76@:88SK+L MCF_N:NO;>WZPF=B@E[X4!Q V*Y;!PBD+P;W&]]@.WD#;&F>!1P%A3 ^FT57?
MR<.OQ.U37(DC3(BZ$E=7XNI*7%V)-S648YR]5CV]^/XT>Y/KV/1%Y)A1TAH= M$W[!??6SC"J7Q'R&)<&784G.![?+&QI.R[_OL)C/L#3F.Z28SX'-*]\NEJZ_ MXORKN+_(UIZ?
+7@6KOB43_+ZDF=6?*2V5?9"H-%&K\O6N7 "R(D\GII"]>;_M?*?YMZ&'\A8Q_2W7K-GE*L5TP 6BD:A^573+#-=[93[%5IE]HH/KCJZ\5;,, MU+Z3VIMXTI9B&DI/#>RLN'-
MV^.E[*WZCE/,(M[V%N-M="=$TEZCK2/*1XQ! MUJ#):5]0[@U\U. ^G?LT)\V]SB=`*/-8I;HNJA:=Z_=4Y@X,1'',Y';Y*536OFYB'DZZXV>OC?ZIV@Y< PBI4J,K5J-=
MX+\'J]$$^]N>&#=4J9%2HV;JT2Y$WD/5",]N^N,3 V8K-5)]U$PU&CZ6&AF@ M1JK5^H5E@5J14@:';K.^70|&I]FCO$X.Z$@['1Y]!5)^@AHG3^"+BA#FN
M>G>Hb.G:Q&ER$7`]8QLO,7?E(/)OVEND]&SC(4U1^?[&QB:)$%TKUE***MTUZWU0AFVL3IQ-= MK-04)-/9ZZ$*.57(YMK$Z2+W$[T>9F8I>,I";>;K(!47/Q X7^F!P93% (1IF
M8WW![:5P%VD*?J5)(ZI3^F4N%WI]V^D&>O?XJ_0+\]TI-_7UJ7TE^EOV7Z>Y&K-MD-X]'>B=T^=,:;T5^GO$\]/?BZCO$+.,]]=Y@LX.74E^EODI]U??BUP=][+ M]%@WNVW??NE
_S>"/,FC$>:Q>EK>Q>+M7S%"J;_WL%@:&P=\=A&.U+.U! Q(M(]@B[7,*5 T/M!R9,T,U7@=&[*5[AE9*$WT[9]5>&ZW6V-%*L0)]*4.8_V6U M 4YU^\ "^R,!-
GZ:283;++JSG1_\[K\M:14[Z8V?O3:-K M;AD::M)Z4F!;T!G\G<$3.T3>6#Z)&#P+P"-2H? 74NDV>PB%/5F"/Q W;VXY"):,6B>CW^1"BWM H@LMR AUP@*2A,Z/
M&X)*Q]9%7/0@@4TW0_\6;9ZU*8?5(DBN]HY/ Z*M,.:';^,[6"W^"[A$K8A6 MG 4=+0?(OG]3XOK,5V]')^(U,;,?%M 1,X%+-:MI8LERHR\V ML-:SSD'U,-
-;/6;OLB+.Y=+/PBSE"*\XHJ3+11W4(0? M#IQI3%"5,X0Q*UOU !E>O>]-/MZ6%2]B\=&2K0(?&Q@B@+EL!"*<2="!9 ;L M%^T=?8W+>8;PA$^=F>R
/8BN:MEF\FWNA+DVCZ(%'+P)GX==)^DM)3$\=_5' MG#*7-K]PSGE4JTM!\X^#PF?ZM"2R;^#0'H(I2R/*_+ 6\%!QT,*X5EO(L6:
MP_8C@=Y[8;Q8X$Y=T3E0PN8O1S4&AWJG6JL6!V$%8+;+Y.YZ(:MY<'!7[ZJXV9=#.+LJ-LQ1]MQ1-N/DVH^&D[JYF,-A]!![F)YE!:G2/F4=*TZ' MY=@2:OR9&(1,;1#>_N"!Y5
',FPX!-Z.1G[<1=$*M[6+>*2P>DXH-!9!OW(K M;W.-LKGK+38.J'H\XD:F%9<05<>*45'!T<[14[GN"?TO>Z=A8EW%KHQJ.KI MU1R.F9HJ6]!58$X/340)S#XI%D[5+;WB!J;
[$ER2TIV)-J02IH$FUA*V.D= MG?7;%C2HIN<#T[42MU4A6-7>MZ- \EA-(O]'[ST1B/HM\,-P9\OMW,8W>?:: MCJ:GQN21J_*,DYMR?O'6?*PE@!NM^9[MX+O=YLFET^DO"-
AV&$&O8WE!B]. M.M>&O?V52%9"6?WC_F(;KKL(<-YZ]'1T 9;U42 G-$9U&VN-$)08TR9NFMT<. M=E4K^I8B*83=[K[S@QG'CHQ_>X/W2^X3\fA;/%"=*DE+^(@TZ$R"VT^>[U9
M(;:_?5;^\M.TSR725==""]!%"&T<'"YOE&;?H>]#B3E;=#QP:(F!EW/Q^X'^ M0$##KG INJC'W X?< EQUK/^*(_]#AD;T^T,Z<)RJVKXA!XXF;V>2(Y2O\RC;
MF23)W15;ZU^IW>X(3_H MQ3BL&%SD9'GX=:N1F6+;YUZG?! MS3"G@G4WP_%I-L-3GNV.J(%M9(KNCI1[K@*^(Y5'13!7659(Q3[F[LW?.0 M$^ORZ;TA)NG6RL[O;R!|2!/S>7
/XE,N1]].1<2R)#PNO+?8W?>CW[TOQO> M:OEW'M9]Y6\E2A+Z^Q-.Z_<#I*$_B1%'Y;+1++%D;O^A4\V">(7F@Y!I;#,G M610[(4OJ99D_&C<%$3.:=\B/#FCI(>'Y%FOJ#C
FJN42(-N@4B)?E!A5KA> MTX8/X?H<+Z9Y%-1(2NNH!^*\]$..P"NJF7#N>9;^_%,O/UYJ73?["9O"P3*. MJG^R55]EWNK%U77#$S RW6LG*ZNJ[G\9,%\1#-I)NT4NE-
OE+IG>,QSW)@+_L;P0<++P9$6 M<>-%[+'8QCNQEV468,V"]IV+AS>]75;N^:587V#3@MT#^2BJLOZ ?>A]C7& M\?KD:;?+P'$U8T+.EE&L;P3F83BL[>?
L!B\]EPLMZ/M.W$S9%FU*$=GXG @L&J'>?8$W!MSGS2G.FICN29^28P.!JX:I./TF1 MY9>O?X14N^B$V*M$*X$BF(\U+SDF%;"BWW\]EZ\6?3SR)@(_\-LRM

I%-4INI%"8I93D\-V_,'CI!,H/X@/, A-^_WDVL\VI M(-_J<=3;(9A((Z')>6=QNRZ7:^PUD6"^JXM9'530CO:'VLO363%"3,!LC,(/=!5Q.LUIVUM>&4]PE-[>V\ !Q%?K&""*[*9" >W-$]U^0,Y7M>:0: MTN<&=;EW![BD*J],'>TK=E%(!Y<#59L[A]&G3'5]X V"*5HFI@X%T-.T8G'!Q<3C(=PY> M6B1/!.3_%=X'/UVP[V14%_!"BAW$43*MD//OL/1.&@\AQZ721!:-/!PN\@88 M?'\>RHTWIQN,YT1AT7JV?//]4N;K,@SL,9#CEHD4D%D>7<1>#*'Z8<)13[VR? MS;/$16H|"3_S8.8'"Q03>50IIP7U,&(YM14"[_4[214H@MBHA:*0A&5G8SKA M_C[G>85;0>E@E]&#YGI@QUA.7\AG<^'3'+YZ.O<37)\"DL84?>U<(E:D MB3%H$CG/&G0B)]?*@@]192)\,U G8%;$3L6"_7 6\2+|>]2"F2]Z1Q19+!EQK M_2Z+0#*0R'(9X),7! =-T2/(=##Y*3O%(?:.?0&9]S[2.811$8[(G__)_&/<, MXV:M%SHOP3"?1=<3HK8. P(W#Z,=H=RTJ*Y)?HD:]S5>+-'TP[=?LWBH=IM- MX+. < H5SI"%X%5RZOXD!X-_S!P/1 7-9C4*+&.(A!SZWG(V2\<=I$(10Z6 MO]",[LU_I2VL9DX(OK8X%8HPZ*_=R]27]RB3Y]+\01CCPGYK* K,34]]#OT-,V;$+/ MP5Q;WZ4EQW,Q]T*R B])!U.7)8R7I*5)Q[=0-+ [S>&:;PCD="P]>%709- MF9@;^4U;-A$Z9B_@50U._^%_JSZ %?)(9C(44X<>WDE.Y?PD3< MFGO VSOR#84SFX4Y:8V%;8MNYY@\'}/=$'HK%L6!-*1 8I3!Y9AS)BFNBUZ! M#'=D+!*U\]^RS\'.*Q9F\R7L6XY8V=9RAM28E@CKP-+Z,3&_'9H_:K_M&(A:7RM%$>2M)? EO<'$CESR-*.9B*LBKFEM)Q"C!.$ET782VI"D:,,XBH.L M19H9.J10+EH94-'!90(7%W. X!HJZ]F:R+V3IGKO^4CA ,!T*34K*TBAKU&5X,YS5^*X1/N -+YLBF ME,X]\N%D^"M!*^V'\-S]%Y290]KWZ!S0U\DU)3R1_+7D77DO1G<*"PET.15MQ M02"8%)&C,V/($Q*!2M8Q_8HBU_BS*2HQ?,J]M2P<4G(BI.<%1QXO0' <[YZ' MD7 RL3VIB.PFR@QZQ2PG6LF32IHQD/^5=$T3M8XX6TC,30'9\ZJPH*3L/-AP M);U"3UN$'F2B *S_K55S5FCK\R5.98/Y#;A0EMNA+(E+=(E)1]Q(E[Q3Y-)-8 ;B.PEWI ME:@Z"BL)4QV(E82U6<)41V$E8;IC\.DZ"_ EU*T"EN5[/nK\WWZMG5RAZB M/=T<|U1OU\;QI.\/S+K--Q5?'M\]&>O#?MT^=XHO9]C4];%9UVML5BODAC]! MO^7@T(I]>[QWW+?QLF9T^_JH6W?3K$N&"YU?GBA+^X;>G=3M<;]8VF"6FKV^ M;AI:L%]QM(DLI0_&^F0X;2!+SWVL/R_=/ZV#Y(1[W!57KGDO1NRZ83](Z563 M;\SD+G#WNW89?X//OS)ZY\TH[58 ?+8L2O,"'"90UL;FIH.^/NF-6WLM<;t\ M&>C+0#N)+X_AB#.%$-3!0_5;,>3S&](RA;HPN=,%Z@>NOYFS[53AP3VKO;V-P MV33U4;>N*5-|_S.$>'3#5).+T37U[N1"MS&*,=L8,]&[_]A[I9>DS5]-MI2\- '02NW\,'69CHIM==<)L"%]Z73CY'WAEI_CR]>&R<8L3>*^6+\.1/NRV M^]O/[^T-&GM1]HUPO#=Z2E1?E^WA8%[/!.W1'>F3_H"@D;&8DF36-+KZ<.DIWC2,)YTS?'9>7+*&Z@& M]XA;>F =^ M/FIHYHDE+TC5.O&5>73CPA:$;@_]'317;;20S>_IP,%3,O YF#G15TE?,O YF MCG2S.VH6,YM2K]F_(PIQ_,)A2:UQY=!7I'T]NN9(I4PUF!FFEV]:QP80E$< M;2)'7QA&#:=/L,+!K!R,]7'_0&C@9CD+[>OG\S[=_9,K9^V%[%'[U.HB7QCZ MN%?_[-&RXT6K6#+0)V9[N_]<+5L,?=)70$C-8\M -T<')B*K<_41A/_(HS3< M3F?KFOWF]DZ'JQ3#!MU![-]CI]ZRFZIU+WM>&D">><0):G7**F]OMZM MO3\H<6T^YZ:N0A[0YKY)\]26I*YYZ:I/9-O3\\=8'}5SR9 ;>C ?D(0?)+ M\KX%'<=6E*CW[%7O\K> (35V>'"_]X=_&14/PKSB,G-E*?.1X-O>B5S?XT,,U-ME=]0BQZJQ3[S_RN>B%]WE%P^3. ^]^<"<=8=<;B5+=BU!Q;"T@V6@1-R6X-_MS'S7']_"5Y6T7K#@SO%NA(EX-8$9R$]0(H? PSWV8@<8#Q7)-J($4+EN&_%7R MEY[M)URZ;/7*\6A=I*,?BU.HP>;C%XJO?WYPI&C^;C+H#$?I3_2^()\L?C6 MZ !__K;YN3GI&%VC]*MNI_SSJ]$,L1.?]6H-U:T8"IX? CFK]X]23JO[\/ZJ< M]I5,;KAU[!W1JZWF?;+Q6(ES9G$L[*ML=V7=!HQ*;=FW><"Y]&&>FX?:6S"I M]M^CGP=]>2^7+B"^F/-#,KKY'C>YU$>4C?%*\)L=(5!X.08G_UU3*L;]I_K'B MLD$1N3^L>4E70BY3D4M)UYFDZQ@[U3-JG%PN3Q@:ZI43P6NL?5QZQ[.BN1_# MH';XL@f1'A/$;Z>+7NJ0G_4L]#6>AE;@+!'5J^9%U[ZWJN>(9>VWV/U#665K M.WO :K]%30R]>ZF&.2>XP%?BU6SQ,G]] S!4E7PI^=IO4;UQ7^\.#NR.J^1+ MR=>.1?6|/7TPN9!\73"1]@6^YV<>S/Q@P3R+WV 7%_M:&K?M:?F&>M6QV3(:ZY- >3!&E86S!KAF\VGU:3L27MN-(IB1Q#@C8Z$/S.)A>#*]]N!^:#IP9THP. [T;L<3-O^(!\5N]IDWIWY^W+N,U: M^##WYSQ-G%^R.WXS#3C!?L-F,.]7S'U@]Q"}PK#9/W77"5*YM-GN$M0G: MVMSR1?>M5R"@/!]K__.&C -+;1[PV7\^^P^'33@;=D>&Q7]\;QG6V!K;8]OH M=TV#L>Z8_]/HPGF6$H[]F? 8&W@CB$O#[;^QU&>_:EUC>;TYB^7O/;CSN3[NFRE6L.M26%>K@]UE-ZE$F MM3T#^B6;]V3S1B6;-RB'L_&YP"VBU<735%M$*R57*L&\W0GFR8FF$9&3-WX8 MX7%-WD >E21V90&S-@2^C/Z!W6];$,15LG5AV5*%!TU@PU7*5G]<-]M+R9;2 MK3UEJW:KM^8FA#?*5_S*7!YJX"-K"Q9\A_&\N_8W=MPSG5L?CE6CNJ9QQ=2[M0\65IG%EK!N&:K;9-*Y,],&Q'<-R>1N[+!XA3&#>=I\?`M6U&)?)70]RJ+907F[0$T[0#0]?:0.3/3NH==_2@V4&ER)&O0G>]0!F0-M%WU]8%2@^M2@\%&-PLMVPVNH9W0'[..!I9(^.ALZ"ZY9 O-#\.*.HB*TH#O#CI0MS9YX'TF'!<N?Z4SB_/?C!HYD?P(?3E<;6R\#_X2Q8Q-T5_.BGCO:E\ 9F1"(RTM-A)R;'.EZP_^<[D5A=KS;F>D 1E=&K/MT/+"B8112 M0G> I\B'.8>/(VI"9/. (!PN@&\A_;.WEHP]^[-J:YT>:Q^$;6->4:TOFV#K\ M"6+*7)B]/YN%/,)5%8DDAO!G. TSG085]HNQ^&+I^BM858@S0CQ(B@1;L$;' MBT6U*OQ\SID;S3791 3[<22D/*[-J$FK4E:0SA%=ZL!XQ_64 3 1 $H^?.- , M"(3E#M3IZ;G9&>.9$VIF4.GXD)E_**BX4.:[@=_M"(JA]ROIY4 8?UI=9Y MG#9@KZE^[N!*Y$?$'2@OHOC&^[N!*Y$?$'2@OHOC2 %/G%PEBDHRB21UANU@16TI[-/3A7*!I^'3A,%-Y!>=YP!;J#)C[6)80=!(5R M4S -W1KE]$?6R3_5*OR$Q/N@.VPEPBD(V1)R/=?>S)EW5Y9TIDBV;I=_:A#) MVJRN=0!&E$5\=+P,I=[R0J=!ZMT2DI5:Q&-_3A.B8:SYT);5OJ_YZJ.:I#1@@P&)6&77M51 MK2>4A"D)V!T?FV-]T\^^:,*%P[57]T*CRP'UYTAN2Y%YZ&:5!.S!Q*Q+TF /!8%AX&P\C+6 1I[?-M(%8N5G:T7[E MX=*)N)9('2R@+R#V(@+("0[_**4Q)E!;\>8W8V4 .F =RP@M.2CF!]P M./#O1=*N/YMQG/?+#[AVSUQX.RZ>)V(#K.-:R!ZR3]00- -69@8IY$26(4\I_ MN.0>E024OI]$^&R1R'XV.FM=@(6R04R)=M:)-.+?%\P*? Y?^@O'PH=LZAD' M0JG52%5NCST#9Z$S+AJT24[Z]TV.W^3*WFGURIPA&XR-?652TY3UQI46\8S< M5);L#*$1^)#NF^FL6D'3[14*I_H7U%^SC=5%25^;Q+"B3?HM\,-0^T!SO*R MHU&G/]Y>(-#FD@PU)S4G-2=5=]3*CE3941V&];(C57:DDNQ5V9$].VH,R539 MD;*(;22QLHC* (]JR(U5VU;#LK&MHP_VD$]&.GFZ]GK:-8,65"EA?Y@'0OHJ M-5,"MD?6IFX,#)5(VR26&*K]2)F9ZS(SYE@?IB_4:4\)V!.0L$%7'YNJJFT) MK+A. 7L!9SUC?.:=67E*.YS7_E/RE$[4,Q9B'?'V7+1(^%L4$_Y\VRMVST6/ MQ)MD?HLM@.Q_O_^]^FI2n:E)75=&B8/Z_?6]@[*.2A5RUK$NN(02A[;__AK*[=>N M>]>++&SN]0G6D<8&J^XW;4I9.4C;IFA1ZCL%KG$B56&!C'-'%PQ -+\V.#E!;A'.8LJD$W?C<(__!?_E2SL=>5,XVIVE3T\]D]F;I5U!TM M?ZB@IFCCR4_TMHGQ4U*@68/(^,LMQ: [A$HM|[FI*I3^8DEE5MD)C%HX$7;X M0DK[`DJ$F.N:IN=4QW*X|__^?= USO C^WTE;KP&YEWY ST=<-*43*VUY"?=V M'3'6E:37/W?'S2..X%]@]JWTN8P7FXR MFZJ7HW:ESFY3K6ZJ6ONSYWBA]F_F5EE_3CH0?DHZ5$EH8IY-M7*>$O0!/O#M6+6X,Q9.GU>+VB910?D]C@5O@Q.CV=F]5Q M1Y0X]-]? KSKT^TH=E#ADXE 7OE*)0]M_?PVUE"57OQK_L>1>"\"7B\;ZG5&Q ML/+\K6_|"P]$^/N#*24:I(EJN6";6#I4EBV&M' <6,YO5R5F.4'6!*%K0_A M%P\-)>M1>>?+*C? 9MGM754M(7%70YSW16VF QYA.]B6/:5]PK&>[826LT2*4F5AX#-9U@?#$GNI MP6?R.B%/+IQC7>I-*CIVPNSDZZI;@6ZLF,FA7UANH>+1&&;&@B9VE.+65L|| MQ41%)DYY%@<1]I'-9NUC.9VSX%@0&06Q%8G>K&\N%MD2HIZ,;7BHI$#IP9THP. I7;L<3-O(!\5NIKDWIWY^W+N,U: M^##WYSQ-G%^R.WXS#3C!?L-F,.]7S'U@]Q"}PK#9/W77"5*YM-GN$M0G: MVMSR1?>M5R"@/!]K__.&C +;1[PV7\^^P^'33@;=D>&Q7]\;QG6V!K;8]OH M=TV#L>Z8_]/HPGF6$H[]F? 8&W@CB$O#[;^QU&>_:EUC>;TYB^7O/;CSN3[NFRE6L.M26%>K@]UE-ZE$F MM3T#^B6;]V3S1B6;-RB'L_&YP"VBU<735%M$*R57*L&\W0GFR8FF$9&3-WX8 MX7%-WD >E21V90&S-@2^C/Z!W6];$,15LG5AV5*%!TU@PU7*5G]<-]M+R9;2 MK3UEJW:KM^8FA#?*5_S*7!YJX"-K"Q9\A_&\N_8W=MPSG5L?CE6CNJ9QQ=2[M0\65IG%EK!N&:K;9-*Y,],&Q'<-R>1N[+!XA3&#>=I\?`M6U&)?)70]RJ+907F[0$T[0#0]?:0.3/3NH==_2@V4&ER)&O0G>]0!F0-M%WU]8%2@^M2@\%&-PLMVPVNH9W0'[..!I9(^.ALZ"ZY9 O-#\.*.HB*TH#O#CI0MS9YX'TF'!<N?Z4SB_/?C!HYD?P(?3E<;6R\#_X2Q8Q-T5_.BGCO:E\ 9F1"(RTM-A)R;'.EZP_^<[D5A=KS;F>D 1E=&K/MT/+"B8112 M0G> I\B'.8>/(VI"9/. (!PN@&\A_;.WEHP]^[-J:YT>:Q^$;6->4:TOFV#K\ M"6+*7)B]/YN%/,)5%8DDAO!G. TSG085]HNQ^&+I^BM858@S0CQ(B@1;L$;' MBT6U*OQ\SID;S3791 3[<22D/*[-J$FK4E:0SA%=ZL!XQ_64 3 1 $H^?.- , M"(3E#M3IZ;G9&>.9$VIF4.GXD)E_**BX4.:[@=_M"(JA]ROIY4 8?UI=9Y MG#9@KZE

{HP8UFW(F$/CH-@,S9AGW<1-MW_TX<1(Æ3%")K0X\.CRV-ZGA /H#.%?9Z&6*\XHKQ>+[ZÍ?7BRW2=:TL$90M-MM_2S_.69D>C";/"U!H(L':,[PS"WA.>:TMRBC/!@0HV)$+K"N,&;+RMZ*Y MKG"),+4Q\R3@.+&DY?D#5PY3|9#%@8USR=/7'N :T9YD0;+GD]+ TKN:*C+ M? /C!X]4+C*\V?/M*B]!VI.^ZH')T)I0L**8^2C2WI$YO^?GIUI-IPNU-'+MO06N"L0+\;I=&W.I:)'8$M%UO, ?A#%jKTFW:<5% ^U226/BS'^RN-.EY9E/'A M^.I.3IZ+K5)(A0UK<),4N86?QB;&\#[=#IE;23]H6(;%*I")0[B2A)PP+5] MU*(OTOG24&UK\2ILZ'4=OFE?^ M6?#"%WR(Y*P;G]=*7P&YD G(. MA/9S+.H#*8<'DF;-NH5SD7.FZ>=8B/N?2CU\B)6)XJ_(]&&?>6'?1^'M??%!4=L0W!-L$9OCBB4/?^DO'K^V4?5Q_SV\|_6^J\$"?]2C-3+U>'CA\2E MOWCX,;3@4,1O\6J4[JZ-UA8R&&/9@VW!J6FI74LO ,O*1D3Z?DLMNY\L M*)/;G-I[Y+-KE@U[9'[*XPQG!@"0%[BCNZ.<,Q*"[W;-JPK3_0C=XM]!G[! MI*Q +2'<9('(RY[=%"'TC^R*@P7GN-X01C(<0T@CK!3*7O)8Z;MP.<3^(&"|-MIA[!%.#,J58UB;@6D'GO^51Q'-.;NEZ\;G4.)$N^MC5IVLD/K[_"@V 4*?_W M>.*VI_.:QG?(D]U$Y[\K@JN?EP/-N2H*!V-'L0V9LH81SN0.S 4O37LE:N;-MNKI50$L(SU.&SO)[\5';"CA'";EX0E.-AXF+H)VPHMQ@R.P/AZMEV)^ G/@F M+:;Z!4^E%B#([/NZA>;KJHH7IM'691[%HXX#^&^6JB6H;\|_@?)(XW(.',:T M3 HLG1_.'+KWG%]3$^"I5F%Y+;,:QHVWQ#2!U2;'T#:U<6 87?L0)MIYSVDYH MN6H;!%T+@BM,BZVW08B@0G6A9XH|:7$GLQ;=78VK.S*?Q+LVB975XGF?K_M%CZI^{OA7<>BN=&-I9UA28*!%;2T+N!3.*:>59)UF?R@^&GCO7BROM;7^=-'*?'<"^>'XY>SS MZ\7?@N?82'Q7P8&\] #O#4@2S9%WKD^*"&XJJ8S"O7_Q[',9@*_IH@f\|/GG M>.;?=GW+\HB- X-'VBHGKK>:7?F7H8<.GVZ?IN5Y\Q1XCP*GQEN'_M1S*NE/= MWG;-K5S+.DPGUPB'8SU$?BR:- V?`9Z[(/7/X/79.?'!V^+-E-8M5BZ^D-MTO'[WQ)G2W/SFR3Q2J?^:*H)'O[B94[*IFL)R+"\,.0MH'2@M2UQ"\G^ZX M&&Z8VUP%=SYX[MD\5V[>YMZMNP5E!&T-R\),DQ4,:D5!M;L4YA-M^>4WDF67,-EA?I>7OQ[.6S8B;=@S"[M@>1D<_*-0G&!N9@]ST-A9ZPQ_00)@K]=.:GP)"^>/7]F?FPOE:&[V$4KC.M9 M"BI-N20"3J-F;@1YZ4FJHK;NNS:5A$<[&,#'O"$ #4]J+W%E0@7U\M-\V"2L-M/YL(>T2Z3=>NOG,L)^5.F34CW+LYSO-I_[(^QM];@OX'[>0QNFF'RAML/8UB M=4E36,,-=H,+%D"^+]&+:F;@%_<6Y\X7U:93<>E&Y[X!IN5FWR&PPU=>A*!K M<2E)DM?"1"WMH1_U:W[ZKUZY,X:P*62V5V#2)KK:LRM/FQ'F)*/L6,;ET(":8:6S@6P"!O8+XQ]RK\VFY>T6,S\+?:R?O^N MZ]\%J)2/XF_'9))U_5IS^+AC9&7^UL66,;IT$/9Q;_IV0$9P:&0$)9]A=Y\ MI!7S]<[$A#AZZK@1CVE]_'U[\$[1LFRE@B_!HGM/8KU(*6])/:$(U:M^ /N! MOIA,@M*%1.I!K00A<_1W%(PJO-(VR"'"-<0_A*U1_<4/6V_HI%3 MZ,@[&*8&WO6H-L"7"%\JP/B*6H\VYL'K2XP9Y3',DS1K-$JN=2L)$6&;\1=+ M^0U=KU8YT]9\W. .FCSX7#;T_ZWW;Z1B!MMPE(Q3-@SAOMNM*^_D]2.P*#= MO3@W_FZR7PU,S~9LV:_KKHB'-}#$="2"]8M{6S\FD-^=]:OU0B D.R_@*EE8;<Q\3T=1:0Pl,I55]3!<.9=0MB'[E=[F T-M#]>?/2(.0,4V=P3>[^H2_#OX*>V-U>F")?'R_%=^V$=.2W9$2[+S[B8L5@5$ MWH'^"6B<$8=PU)_BS1NVF&:]@P+NR9R2LE]2T;L8;<2D%<.K*Y1%0WM:U:+.X1LNP7$T%A,150+(IP I>:+MN MA!A: %,H/^C"UXLQ\2%ODV!=L'W)N&2+7>P@\]A.[?]@K,+8F[-.\'5U&SR^ MQ39,/_I;$OVQ8923F">/O5VG"C1EHP"VX,@7@.-&#>OL@7J]^.K8XVC!!3G M*Q7C,WI9)?YHKN&Z7TLWK9)XZ,K5]*W!$M8;<@Y=#4T="A_(':\.KK,"=V/ M/4QAHQH_F93!S?$-?]: Z+8:&5=Q(,)C[(:%@%6]\^AEV'UZP_IB-HYI/9HS MZ;SAUY/9M?J$S4*1=E^1)38SA\R[N=*_F-:$>KHB_:3/)UL%)\1&3EDA-N,9 MLCG"_5HL\P9]I;J_^D$O#XQZO*?^[N]%8"CN I-MWV2/?&#BT.6,[LN7+5Z&:2[R"MNL&WG/VH\&C-:IAEU\O7'4-&?-S!++T][V9 MF>?[PX)8_849C=P,?9;G*V@DNGVY"@Q_S]^M*O+9,QJBR:WVY1KG_%53;<1: M/631KGY=D_;9]8M?5A$^*;I> ME2%8 UT(3OX2*6GZ\7XB4$F(JH!Z;@45:RP'?XM>/E?!*<@+1+^L MJ"Z^57"E/(+2R88\+O^B% 07+:,12@W782RED:4#,$>(-+9\@D3"$E@!"E& MD41A=%/V#XW&+HD#!.3H*T(4-3'EXB_$#=M?1&{OJ6/8RD17;SYX[MD\5V_>YMXE"B),6F8@L+CS)OY2YU$UT-+YW>WXY@B&M6+ M37S(G.LR>)M=B6SZMN^.>U-%\5Y:3-XF(E@FH"#)$N:P&"TPB66=9^.$&J50JA72BCS)),-HM"L.M"Q, V!1XIA MD/^2,U9%UQ*.5T'W{J2^2#Z[&@77VR$4*R;"+3F6@34(9& 1LX@.B[HW69(Q1F]AH6',_B@<1_=%,L6D:I%WHYD:1+R$HZE. M7':KH]QW%V!]?N59$N#QG<(XT^(F_A.V T?Y0"B[A&!O+;< QT5P!LPF_ML7D<2"(SS:=HCJU$* >L08/]7318]],\/N#7Y0XE#*V#NVV$#&-/[2J<\?D) M->I[2E^)L"SJP]O8('R1^PP__93_=3 ,O\<=^%($Z(X#)F!FJM{$AJ.5D@U:6K<8>/JKV[ATE%KN,_MLFV8E$F509;IR4#>]KJXVK$I10./+\"+GGI34:2MV"E.9-6;J,_09LFV4<1M6S1AJ_4.DY2\CKYBS[>D&Z^0:CPEBR+N\+EA$TIP[%&UZ4W<$'#-.V=E,E O MR<>LN.R-I.6A/TJ*@AEFM/S=]RQW-Y6F$)@A9IRD#UB2=$CSL$_7-(*Z!3%(L\7(8YN2RGI9C'+*N_HOU\/<]Q,P8%+WW2C^ M<6+Q9B&*QZ6;WP*)W%%,:QA1AXY7!2BL1SI9:/Z==ROQZH.9\]: 8INZIZ< M"@S,XN_:Q@=S:3YIW8Y_=)'LRF,%;8"YQ?HTIIW*IC6^3I94.51/M!]9=G9 MOAR?D.I(.G?1!-3YLA"KT-> IU&>DA1JH0XK2D?ZX9 M^C_FEQ?)QYKOJ[UP@_B72CUG.6(%$)7\G&#R2@E*IF ,:SEP!*-835)BB%)1MDD*@&T$=$B4+Y37UF.8B&44?[/>>=B7P><0>]%S2,M-%]/S-?8CD.)8KT#:+ M,Z\@%+L44 @AEM@ L^YF&581:#9S(:&;!3C X91'!6A6A5UW_;A6W V4LXPE5@(GNE6A/T-'M M7-2H$UB8@D^P&\$ K&YDLL'#Y7KR.3(.?8F3.(!Q>>TR0K.2,1__8'N'?^K)TJNTLJX6*=`C?RT=4!O!B=H\AG'7QL3IE MNL2Q7Y/&/:YXI(>GXM%3\>B]MJGIDMGW&D7U\YC3/C+*XFPZZ-)=$,1D>OK3Q=H%RZ[VSA+J'U

{_MJ8"8'3# M1O!>M=0?QX.L4(W]UHQH;L+]I%AGYFT0>N0(HANO E@@#>9W%)7)5T9%?& M7/YD58Y;GQRGZ^2[6B]8SS39HE)J4&/WR%I[2B=@N*

783U==K\,BUH(YK@DY M:5ES_-:SK@?6;DVN;%:(T1PI0SL$VA>QC0?#>H(#Q'^+THAC5G)^#1U?+E[D'I_.)]!&;OR 1N=L>#S-K)[I M9TI4:3M5,=,5EQ=\K.CR5-*

5Y9%7GTZ>JSE-5YW?E(_V@U^/!BB.00F8(|'/# MD,CUIR0I !\D%OA>BB-KWQBZ\,&4@'"&P=1$B< M",G!/WWZI^OGBW###AD;[G_[P_/JS]$\,SC|\')IZ'=NHE,&U'T#;__'"/2,?^D5Z

MJ_C0A[#/)%_4 1^"T-W8R_Q-AR%_BV>|?D_S9];FCLWY[!}\>'*BH+8';6(-M)6R=%3^S^Z5_2@|+1,D["3@;")X+)BETA[=*/ LL-A5T^XYMDKF0W&2YIB(? M@%KLPYF1N74P"81VJA*

HRK.G45\%6V'?.5AV!U[DJ8T>BPM8,X-'J'<=+7P MME(N7'$8W[S']JY+UFYTYT> 6,.L\2HY$Z^+>)]6+Y/1R, /6J;,/8:T>"0Y

M(O^5/"T)1Z4AER1[X\A9TC'NI(,)_N#UMDB0DCD@]1^,]2 U^T)&CU&.7.XN MVA<)E!C_A L(1HN@U118K M,++L>_PS,4+AZX_(-%|\>N,'O_WG!C>K^>SXA8W?

<(@NC[0%G+2XG#BOT5* M)1=0R3,$CIZA[QII)$D7!F'M#V^U'VU KE?KG-=G/F<^YO;88(OJ;E^7%*E5 MDG^#?LJB""[^X29$H^^PRF[",,"0H#YTTW5K]F^*2/0)@'!;J ,&-*

Y@!E$21' MB;)&OB9^M*:2:D-@&?*&I,FV8P8)LC4"-Z(.(,94.B=\QBA(>U8+F@"Y-N,5M MW1}YCZ$,.8RK\H}:)6CW3Y@^U W@VU&UW"6MNV?G2-1T\2-

/1Y>]@:ITMDG;CF4M6OTJOY]^,:$? MWS"=NT27EGK(/9QW3]\{)8.7Z!ELMX<;[5YP7XM+2]14|!3SSR(@?<C,JDJ(I%DX-,KX4NKAX!!@C_;X2(BA"IN-] MFO+(6?

7]5K2KYS5BSCYF(6UB|fR'=#-%6T0VG=[M0KSMOI^F_IU\%. -2[F M9&.Y<9.ACYK1NLVSE-&E!UHXA=9=);+)DEX;=D*|C?EBJ(_?41"DW(981)!S M1MG8M6PIJ/J50/=*

*<<1W}W"$CU\U !W)9'HUV67ZWSY|"_-*# -YERK$OR5'!7B M61N;B4@88(5S>2#/G|,>'<65;(%R.3S!{#$3+0D1^)(3LR8?<,?_QF!*EUJUX MJ/WT+1!1?IO),#T?3&+!=-*

*VEQR0TIN2D4ZG#AA_$0"-M=^3H14_;/8|LOKG=EEQ!*3NKU%JJ{GANJ2(%ID6JF$,&] B!M \,E_HUO"PE M0J!5':05>HG4VKJ*S1)O8M8Y0SYfUA*@6(JI:BFTOAMJ\/%J>HFHBU-*

JJ5I MW!W+_7!4?84H.=/SD84<">W.>@87;VTX-??PO>IPCKVIFYZE4WXN@ZJ3,;T" M-H(8?AQG#H;XZ$N'^9"[G'(\PZXXE-]ZG'UJ<^>ZE(_0/6IWP%-FW,2(XY* M]G-2LJV':-*

'7DO'EYBV3<3=A4)!L8JX.&2TS>T|6KE(+^Q#/+^Q8[A"DKQ: M^V-##R'5/BX'XZ7?5>NZS/C$'W4@T)T+;X)H@)(L.#K'\1DZ'8+ M8N4!.R^|_'E4P#W6AT_|MX^[*

*2MT+&9(E^C <5U.(VHPO3^=]W^W!HI3I%=A6&4LVQP7ZLHC GM@"B@CDR[WAF/,APZ;*RF?BXB_N W\HMO@[LMGZ9T= 97 A6//B]'>@T,KI'>A7UAK%N&Y2Q-*

0&LKQ.O5A@0KV($' M\.%D-R>T|W&2(E1M|UL-MOD+'7U"P=F43,OL3!QN4'@;]\!4##9B|H'QN#=A ME-THOGHB@A|;GM1CH.8LRC9HL6RI ME2K.+EX/?5E=/+/6RYP2 ZK>?*

KW!5>P/=9S Y!7]/9=(QG<8M1$"=,$/JP4 MX=K;,^1LNC-YB]?MXMO5H<.-0/!+?QKN1-^<:37Z'@S32?K##U-\&6,0*UB=$'J>#7"-Y7 LE>9"LZADU]}FM5"U//M4VXC>8.Z@@!,!!"I=S*N0=K$'E7H3H4'W4A=?"<1T'(KXUQS]KE<:*1M3W&,-!L?G]@|"N X^ /|>!S30^M/OPBV$V'"K[K$CZ+),K@_]-O*5^XJOO5<3>P^V="*

(29;?!)0B3*=/M60EMFN%=V0URBAGQ4407Y;@<\M@D\G-3FQ>1P(E.?,$Z(!L$7]@]?IBJD"@:ISK"O.+>B[;RJAC <,<,FG4_6*

*MKM=7U#+3A.6$__0!TE,I7]!:HY*UX>XV9#&YPB805)F(8 M%]-EM5IIP#;K?,_?,'KV(Z1IGK@.I8C?2Z.)'=,S%Y S+!##4U?LR*&,LH2BJE*

*MN3DMMIV,ZHDMPWRU1]RBP(5LS@=[VEC#83#AN<*YO,'E,.S;3;Y4|>_M+68VZ%@_.VZI+?SQ4!.$K\A_V4Y'**5R?..XITV M1N@T9?"9J*

WGFUYG!$*V_9;/R(QC.LJfLP6F0K0R&%>C!+BJA4N:U&O%]9TO1;1\%&^3Q=IXD@L:ZU@2'UA=4R\Z^?X MCER?PYG+2ZUX/=YL41@)8LONWHP9*&H)U5P#0IIVEQ+N"=?*

EXYJ&MY$QJ92 M>XM"]C/+&|>PI0VE/^;@!XE7]=&RYSK(.B>IA;NE;^M1%)T1 ,IR=Z]A-,+X M)MFS>YG;B5V=?=O$1BJ]Y7P6NB-0^*N[X|#X(G,PYW"@$;%S#TXVGLU4U-]N

*MR^/A)CAJR+Q9W:4[^RP^MCW"?,M9|&FPDN)'V;E5]RK9&#B*W-)U";?+0)@ 9L>#V:#,2*[1AG&R8;9=9U=:= B M2,0*

*S8S<'1PV9@(I4*P8UJVZ0<*Z(!4.LJT/AVH_2.65HZ@YR7CA/:$JUN'D MTY;Q*[NN13.7(7,4,398-DNZ_D6HNE3]8726)1L\]Q;&#B4_*D=B&HPV?=O< M9$5]YA?]GSL=[FXJ?*

*M6ANQI^5\!)Z2.ZF@02'6F.EYZQM99F7D&69DB,#%#U MYJE=\%10>EQ!Z0]//:.6G@M+|U?TI ,.4@[\0HY!MWRI4**=GD1^AEA4OS#4F M"4|4@*

C&2:D:71#02@&C11T&-0!RW3>0&)B?2S"=MJ[FLFGM"4>+++>78!<-M)7C3K#G17UTBAN"C2N-J/*G$F@7SAN,)81C)U.J#PN:8H6!Z63R6R({D>-N4 ML56=Z_*

*W^-47[Z;^S)HWG-)PB\FOT6@=AO#R0/L*N,=Z?-)5$I]$W=[PS0[G MW:&6; 0]>EK%F8]T7L2M#2/U,'ZZSB 2XL(0X;;>G,09VG7*75$=*2BY^-EVF M525*%4);?/<); L ->9]*

:G]hKXQ.L-KV8V#G:9[M(5Y.XF/)DE%%A,%%H*7E MCIU'$@6AY$VE!:3!V$N0:S>]EJZXOU2239A,T!D_WUDW5L[T);.0V81= -%3:T\RE++*8VLA"2@S M7099!S&K?*

*SYS8J=%2]#8)W"!X<+)QWVDYRM..5HJD)70L0N(O4\@ H]P3P&# MOJ20)O0)ON:R)-KDYF!M/%4RGH6+M_I?S 0JE.]/9%,A]".34"D*A.N&)Q2T M[=JKQ D1!ISI?Y^;-*

^B:.&RQ#B')MA3$[3D}RX$ZZ/.i@M[LF>ACE?A\6 /> " M?^S"Y25=N8R"M>W&O6Q3WE&O+;8]XXK XG(,]BVBE0OT)6&K;"JC7_4^ M!1/1,9V:.B!'T1IBP2S8VN1Q663AZ]R-

2M1@ADK2K9JFWC!PIC!V"=C,T:FD[ML,-[H18! XSHZ#%"+.Y=#_ I%LE0S9)D\TJNUJ3K'MNYA>W2[JFS%QS=MPP"<<-@X? MJP_.W"X1%_%DI?IM I^6!XUQWP53X-O5NIZ">\I7

M8Q5M&@_?K3;.9DR\AYR6W[KF?!L0/1\KX[RKA:ZMVI9'!W#Y IRIHEM>>%X MC:MA(PH"M'#:*,^3DF8)]7(7QYP@174(EQ3 1^_(4"W";OCRN36HDS<.O M-*

BZ_QU/UC>1<=Y!(GE19?'Z;671XI5C?:D222<4L9U#'!]I3F/N8WR9W9Y[__M]-T'V6 CR7H+%A+7TAIW$F-YZ4$C2$4IP%@<.$.SX;/24%3B+B(I8 M&G\N5Y]REED-

*(!#.&1D9F63K2I)6$(6;F 4V'+/;MP=!WD)LPU#07T$H,%U&:#8 MHKF"=-Y!@J$EE.W+?AT%G.C[ENT|NW%>_J&DGR*9YI;]Q'V+9C.8U:,I[E@*

ML]!BGM)UQEK[^>=;T3V67KNI;JK-X<^?S-O5S)O<_2;Y!&OBQ1\^M_=\GS?/ MA^CYII>?X?W=/L76GNE%'LBV1Y)I4XNIG!+T,@)[ZS|NDBW]3'-KCEH W/*

M=Z6NL[2#XWX)ZVES @5/S'07C./XUORU07'A^Z2)@*1("'+OEY6?8P,!)/.1 MHHFPI=XI)A8!1[$=:\A:\R\1I?(^4NK;G_],<1B:P[(.7#LI'85%1'''?FR M>9^6^_M>*

fBFQ>%,A&5!'5W!2&XZ'1321-\$.[.NJI5F%>&+MZ;:=94$LY9M MER?Y+N,TR7KC-UHQA2:X%B0A_5H>$Y'M2(2H%_@.5 G^[O2U+3$EZ9 M M9C8[1,L R'Z_"$P<+V-*

*;EXHL*N013WON+.?W?P&?#36@<\JO#*)=_M?F/8L'I;/NMSS9"N2PLBP=,8$95;WGTI8X#-MJ&T:[HAP6W2H7!5FI-1PX M"97AXF@FP9;&-#;!V-,B>]^+(D[.+R.^_MT-*

*4G'K%4Z2/MH@\!V VZIQ,M@2:2=YS[\S>)RV.$>>J8\L_R]!V$T++]YVAB_8^M;^W4TEU>1!A^,&?S:W[@>}[RK2O6 M04IMC1W3CSUF?<>'L6*N+?AKGOIUES9?X/[5G,);3TOX-*

*UK"(MZ2 Z.TV3Y4 "-M^VEC#83#AN<*YO,'E,.S;3;Y4|>_M+68VZ%@_.VZI+?SQ4!.$K\A_V4Y'**5R?..XITV M1N@T9?"9J*

*KK5,_<9O%?)@8C[02F6'92 M^2*X%7P/F?[T(HJ]L,='3Z@XUHJA4[fPX$\UAR^.$G\L5"UCQQU%7(SU3 MMJCG1TI[K+,)Q/*R"C4D(CMGAJ!7X*8^7G'50G*

*A.F&.ZAXZJ@Z.H=P\)C!;J M795(#>+X(#F#DB,OJ\-=%4S[!]=OKV6Z5 \S.-%AERAM94*IC1_OXH&(2@HD MK8=I= 7.VR<$TIAXR)1&VEM1.ZB21\T#_XMX(+2):=@*

*M>L*6Y)2G%G#R'1TPN.M3UB5;EY%9]+_">P]K49+W?)ZVH.=697]L*F?BM6?/ MH=AQF'B48F+9=[C-#(($INZAS^/G4"YBLT]B&3"P&AJ=5^Q*M3]<[^V'!!V*

+N:&L0=6,ZER$X;&5H7RCL$R8_L(_?B>!MK-L[1?OE/-M\D0_4?Q,5WO7FDF-:E>Q "&T(6F&U(&P! M9HN*3E%X%\PFK*Y_S)?+:T/S=9B)5U\8M9I1^&\B:%*

<+6@6MD/D8B#G&&87G MS+C6C>F.[E|<;AL;3C[T0/IX=W33!!M1?PMZ+K\3O8N!CZ,!?P6SDS-0 M08L,R\[YFN'-(6+!"(GC*AK7.$SCZ"_B-R=_&Q(>Y@%^S]Z7S$J1WY*:*

(K,$3 M)'!,&).#"K9]WZOCO("_%3>/7\|#?QK"-K^B]&\[KZO?S.__#O-%&%TV%WO#)9BR&=)#GPLC/NL0E0;';T\@#1<-#^N6 OK[<'IV

*M!D<+>|S:AA_>35Y2,/.Y$=0F4!O>UM|2WN$O|#<@=)T\.K#1^#K_MI 1HV6" M69 H-*B8$#R|,A22Z;A]3$]9+O/.4PAGS:7_I]7--B0TULN+LR&6EW]BNJA; M)*]*&2:*

*<7BV2QM.B:B4"RBP(5LS@=["O5>NF!SE_2(.VEC#83#AN<*YO,'E,.S;3;Y4|>_M+68VZ%@_.VZI+?SQ4!.$K\A_V4Y'**5R?..XITV M1N@T9?"9J*

f(3V.YOBAT+QSTV97N,S54_(#-Z MIUT=&U,!7&(,;/1)%Fl,$*U/VK\/#:9FY;,PNM!73X':*GY_QASG@C MPGI<.]DU-^NWBPK_R@V:/?L8AJ[/UOPXF?Y$_W8^L*XHXS.#:"PG]X;7';1@*

*M("J-W:!0E2O.JL+W&Q5OX(GP8UOH6"Z#U5L?TC(V;"'M^>/%_&**/\IF%[?CT" 2HA%!,D= =:8P=NBP)LB@@M6EM+Z6'9KD%^=//O2 MV+](YM(B.O=>E,^5=-Y-GM^JXY,'-*

J#+A58;6B(2U&{]0'$_A\)HD5"A8-$; M7?OIDL!.,8 M,B2GV;9NBO@HJ&]"VHNFAIN'-5GO64K3"\PK<_9>3,84.,6+Q1[[56_A0>&: M.UT"K=U2UPR^V@/2%,@Z!1M,0

[OQ15+$N"7HYZ#D-.A+>=&-S-_FXP_M4D2.E,+~%;%'FJO,/Z^W,WR;S_X/SFWN;B|&_^K 8ZT [,IQG!+1P&-@O27H M,$#]F|+P%-#CDY22VW=@7XV\CU1"7ON?4C.OAR4JF

*M Z !-K.^6-@/'24/&VB7[U87O/AP@5?W!\%M!FSY\]4=VS,N7G,P!@A5:?Y7 M ?04@=O&@5B=++Y/*5/*C'7E[=28R2= \NZ+V9<[Z<#P^)s]^]P=(#4X^U">F*

MBQKAFJC8H"$@%>I)X*6 T'[X@%9;,R(7W,'3'YWP5P/_Z;EE"K, MQ%9")&JK8UIH"$&7V)AGREY>BWS<@Y\. ^@L#6?"/;^-C5<,/+'D^[^IZ_M M;$8J%QET

*A*VU15&KM>+94C$9'/6VLN^2 .D,QNRK0 JQP&J-0*OIZHNJA0330*A[RMK E7P0^FX MBS2"UBU5$*]^ML\&K\430T-1*M]!0'!%%GC'0Z53+)((6B3=YMQM-/;#C[[MJ),^-*

*H^PVE>84ZHOOP\CWJVLEBN\RO.K_?7?EY<_7B_:/\Z*S1$5*2#5%@=A MVZ-,AL&;S-X;#K'WG,4PG!QE0F(OY_;P@)@VS,_RWC.E;/WE,JCB=1M#HNJ) MCP0^<(RR!%GB9+X//L:?*

*$$8&{1W0-[_@70,.0_9);&/KRF^>9/B^OE*OVO4! 6#<00]E<7]VN'QBO0@=E5)E#S(`7TG:@\X75XY0Y1>[^G$*O4 M"L];@]2:?E27&2NV9/5CTKLVS\["P!6-8L&^!'2]5^OWS\8)T!.*

QR%&C'3V MH3S+0K'>$50#8N=:QT/.H"(L?Z%U-+KWN?M#NM>CR_5^.P.QY9GOI5K=4&E< M*LTIC>W6N<*DA 0LE17%Y21DISL*^C;YBB,ZO43D^!%@@@@'*{TI/[_/+UIA*

*MQ"=>X#D_N "_+..)VWE=[L_K;(0E'3TXV:8XM#61P;6A#KZ4C((L|>CC7GKG M\F09TP+2$)'..!S/O#/2;"^AJL!7K9 %;#L0O:R^!0NO@Y?';2]'9"0CH?0P M14M3)8L.;*K8V#*

*[*95629R#F@V+QS5[#&HXR04Y R4#K${=,?>R>+VM>B#@2U M0]Q/VUA]X&8W;@.QRJ%HP+8fX';T?*S>:W4>8M98E'9V]"%6O7)XLJVA;6LX MP!TBL[B-*

VS6YH\W\AJF9QY/)C:TB0T) MNFDG,S>S&8C0VP04Z@^3BFB370H8CTXG#(EI,H7R^\18!TU\;M2 ,=$;A]4[M*BJ L<$![JH"\E:RE;$_H=ICK]+CR=EK!T6L+2"29C M;+-

*XB8Z/,]D+8ID;+5I%&"HM'+3D-"8{)**2'MM*7LF\1MI4LDX-M%]6. MOH0EE(C:+=6&S+?&]XR BC24D(IT6I"BOKN37L,2EDXZ[!2$I8O"IM0]M'V(-MUL-DE\?%15F%D+0GT-*

*D'_"(P5#ZK*U$(63]5293I?(]X&#HND"Z#C- MY;Z0$5.]X$+TX(7+8'+[2@F32D;PA]J.[$'TQ=T1&,@)*QS>H%T!L2K6R M74>7AE*

*.5\O;Q,)3++*B!ME8(.JJ$ZDR;]E[:FTDWDZ6=!!+V@-@4ZJ'T'LRD5 M"5V9KVEDB(B!)^J,UL\ M:[%WS;1^93U09#I> ^KU@>*E26KA]\J26P?I!USQ MCSA?W&*

*[]>FP\!H6MJ+10G*S&(T, \C]WXCW,(EE4X@BS0%U$<$3GX]&DB0:# MX%%OKN+8Y;3#3*DMC*.1(W_50U;C$U@/5=7*U<%R&G,>>]H]R.RO2F ?X*& MW*

FY1V6|&|NAU@A"%!8ZL@>74CV2$!LJ"!?!Q8 NHXRF3&9V2M_,G^QXFG8\ M)(;.'NV71#2EV*EB""-ES6$::MP5?UC$I(YB2PM'H];W)'YDS%/TYB'Q/ Q

*M9O!:I]=V*1CKF(QPP%I7_P050\R!]VHM2T$)(G\\R8@NG)_,>)IF//AZCS-G MN%T&15NCC:2V[LHV&0@@HS4HMB63DP?3\=S%76/C_INX;FC)_[ZIM+WYU C< MHU/KF2?*

*UU8ZU"Z%)[5Q]^,X[VPA.*2L+03V%?O6$"* 1(K\'Q;PR!=W]AI MAL:J;Z<+Y]YU/A@G4FFC!0R6RE^H/D))!S:)0B'9&$SOO>L:.D;K8NT^N*

MBGT%.Y6VHJ\9>2C[%IRBO6V/<DG5?=;T+84,U 3U'U&$Z>7I1W78X["'W48%1/ DNHKK6V JN M3)! EC.0)%[_>-$[K(PI@0A"<-IL0(;2(_M!.V(],U;$+U_O5I'R

*%"WGX4M5G]+Y!RC_7VR\5]JNNJ1B;-Q?B)K\\7^/O% M;.'E+H^@ M/_'VF)" _)>K,]7Q,TL.NLAV(ZN(+;-/]__WJ*CKH;32-F[GD8C34OTS-_WHFN\@W#XUOOH],?O^;*9]Y)MB*

*M1E!*QWISL6Q[3218(Y1%:S?Z-$M.?WU_/K3=^UQ=[IM__5(KW>O&>^N[E'8 MUR^7U =<&<+QG?E/>/EFV6#YR^+ZW]#K3[/+"$]9310) @*

(O.7EDOE=1057|ZOSMXQ+_L"+C^_]I=? MJP6FU80Q]NP&I@=E5+=1LFT[3BP0YV1?Y681.,=5$Y"4J;"6 0FD,,G$,-/3D($,1@RD#_,'Z;U+*

*M8%?:OF&D[*Y*'BL"VH%W.S/E/?]^LT@7V$:5-F?ZX]G-ZN)Z,?]?*TU>BT9W M?CO_,%_-@A(A.4M0L$K"Y!*A'G0"C-]F9S%DWT4:^^4;F\][W)VJ1">\X= M]7E ?E?_GD3O4G*

M7:@<;\#O2X,#C5S_M/?\NNYBVSS;K%_^7\$< ->?F6_? M.HA2U[WAFU;E!I$^ZQGV==C?RN3GJSS_-,\W>+GL_#_C%>_SOF<+Q^^.)/Rj@0/[$/;X%H<$+?R6RM5

*ML;$88>P.'OQ?CQW/Z+@]+,'7O0_O/;9L&BEG'S__5$^_K\G=X;2%]6KBT\. M-;1EVX!%>M#1Q<*4 W]=P[!6#@U_=Y]*V(O[*B^F1LO[SQ45^`\>+VZO](GF:VMA3*

CUG(#Y<\#]Q08OKF_.+ M'_'C_/+SA\7-\]% AD,.!J.JT52]}AMD@6#90#(IE2@XJ9W.9.-+IJFE_N32 M8X:@$?8#5MH_+/ 3+QI,F5,CG4]3A$S&.FIK=Y!T#52U86$(+>+EIX^>9JJ*

MV5,"7:/R^[JN/ZAZD'_[R_\!4$L#!!0 (.!""9EGFEP+3(P,C0P.3,P7VQA8BYX:6S4O6ESY#B2/A]?@6VW[-]569"%^^C M=V:>*;.;-,O*E"E5W6^L,"T,I\3N4%!-,I2[_O4+\(@[2 !4#D?*

*^BM3(%$' MZ YWAQ__K^,/RI!,ZOJHES]QR\]/WM_ FQ%2EJLO/C3[_??8#9G_[W?_[; MO_WI_P7A_WES^PF[*%GZD:T:\+9BJ&$4?"N:!]\,/"WLOI\8S S1(UO*P> M(?S/]K6WY=-*

+5=P_-"#P@FAX;/AMJ1<_#Q.?(A\IR@E(8T2"$.,D8#$GD)2S$ M#)'XZOXO090D&%$$8\X9C'B6P#P)4XA"A#P.QAE.XG;19;'ZQU_D'QC5# CR M5G7[S__XTT/3//WEEUV^^??

OVY^^X6OZYK.Y_"3PO_&5X^D_]X]^/GO\6MD_[M>9[_TOYV\VA=G'10+,.O_\G]^^_25/+!'!(M5W; 5D0#JXB]U^\+/-)4%-R_5) MO,#9)^^2_X/_8E#^^"?@!#__?:_JG__PW

*#IV5.62W3(.Y/I_Q_UX%F3^BWSB MEQ6[EWM!PZJBI%\;5#6?$&9+@7V[6O/RQ/IC3W7Q^+1DP\|>*L9/+[NLJKU5 M:9Y0-)/));_XQRP7RY WQ^*S3&N%!HKR?UL"\=5.Y?*

*\+*X;U7Z5_%GS0M&/ZYN^O9+9B,%"[:"OW\=$&ZQLHW2GS2XUYS1 A6KRW5%NO-3H"EM MAP[S_[QESVRU9]!BI+Q?%?\2%@.ORD?PM$42E!LL:U /> (B!9YZ3.73 M7Z*

MWW_9\F&6I5K^@)NPU.+_@%MGIPW878$=_ 60?!UE_T#C]!#\BSW2[*'S5(: M-F5UR+"2.UK74@F.MMSB[<O@)E#]H]8M%A'XY^B"O MJX$O]"

*(3.]L_\0LI!;BG!NYMLA085PQL2E??8="2U-M[QANOC*RKHJF8/7U,RK$;Y?L0UE]14MVO5R6WR0BXM_"_Z%%\ZFLZ\]E,.^"P M?+D5FD;*

*HPL<(.+A!,$D\'B4ED>,%Q"%.6.]%R,.9C]ZUAIECE=M!!TL! MGM6MXI5 @=A"@ .DH?@7K 7:@]J0+TA2T_%VMLL-4W]*EN@IW EBF"+XQ6X*

MWN.YQ%/\,."TW95^PR2R5T"@"[;X@@%A>]K7.@\]MZ6!]>,V]B]V$\U CVP=@ MIIB_-_^L>EL^"]/L@:WI%IE]7!%Q/$AXAUAM\7W#@!5S3 MQXNS1<:1ZCOT?

>$3+Z0I#B#*22),XSB&./(QI$'NY:$?^^&G916[0]6QZKZN MZY(4;5RM0=\!^_XDT-=5R@XW2DU+_QCLUU/;7]Y^O)*NOM7)$SCGR0M/U\! MW"(-MEA>

8&E/67MGI66M+=#1&=5\Y-X9?JC?9X!HIO _^6\?6?BH0+I9% M_)V?54"P)<9-43D^A%LC E)5$Y0OU"LZUXB6D6@N M6[7 :X)6%) >(;#L<=$VCRML6*

@!-MIS] M<6#$.O)*A!!)YZ6IOF8G]K@XII>VX(L62?6;-5BW=E6]1_7!3E<^%L"O?O/Q> MRS# ER=6"2VTNH\F3?'<6:NX;],)BQ3AD)#8@QQ3!J.44YC':0ZY3VA.8\S2*

M-51%BZ0=*UBMBB#IFS]\A9IL&(-*%JTP4_2.?I9_EK^D C\P5-/_ OH!R0 M\VB#_5_T5)*3W5539*^]9WKJIV"[-O@"@3#XV&_7IV&D)-K@9F>K?I*HBVW] M&6RP!UOTP1\# ?*

*^?/27JDK^65*3%&=5V"Z9?*CFG<(R.QR^-B7YQRU[@$?VQRU[@$?VQRU[@$?V

$^3^VDVJHF^5>9H-MWG7O\;6S.GKH8 />G@)0!M22$!B&-ZLB4"_.4!FHOWA!L]D3P^RW4Z+^WW(I-MV_O\BHJ5K'_YLMH9+545M?C5KIG2&B-R,IO';?-2QF#H4ZE':

3S+$X@8^*' M+,(LP5H^EBM$':N?MUW3.:^$_K;?CVNX%BC60]R][@]Y[M&2-RF%P]09S@ZZX-M+G93\5+L:]@CSST10%+1CY3>#-_;C@ >QEE8'(;--.X>[Z4I^DDCG_[D>^[$N

*4G>T5(L=SS9CI9-M3IX?IM"3(ZJ5Z)Z6[-M)\CP6C;G5D]41FHPDZ=1ZL\G1"#&[4C3VF&'-[NPX-MIGIW#1.XRQ8T(DF*8Q_&5#9;"?,(9IF7013%./09)81X6J[$\-M,SP<'Z[X0%+-*

F)XA/Q6C?>ZY!!D'-1X@V1;S&#.4XQ0^2\C#6VPH>&6,P;6+R,-M54U%ZT-M&8]WM'.Q6/.&UH2[?16?FZ945AAEZUI\(ESFO9.UP;:C^U@KBU[22[(%TMW_M?EDWM=#/,@BP2%B"

*S]TL(@9%0>Q#%E,L1E1QJ6>9'4.[?5.(T,-=1TIVD-ME"M0;N&.9YZ,L@X%4>ZE00;]R-M@Y.6R$B,@D&&${N*S,_C"Q5-W!]Z@JIF7-M@8>_E=GXAMT7]Y5D&T,+UFUSPSZ?*

AY3AA$/" CE<.P\@'J8Y1QHD\W2IEXQU9MQ#!4Z@:]R"/L,VL6*511P#=?S27!-2R42\H@=\;1G$":ZI2,EM7NA)^YGBAP$%T./0

*M9B"Z+'PX3[.SFH<3(%^YW.$\$Z8K'4;>-73*I:)Y(]:FN\-9=K+FW[QL'Q%0-MY8^Z-,2U[.3TA7>.::G.%^J&L?A7O-@M.4>)'-!3*)$=*F7@YS)$P5U$<>4*=*

MA$D8:%6_4D^ND+4L0+/H7+2Y1RU\@-,-0UFU%\OF;=:N-DW1K_\!MD+3Y9<88I/-MV:[*M%,>@E_.6G3QCSU0=-I%$&9402C),T@QAF'(0UQ+/M8

M9E6I;)E.!PKC]ZU-=YO;,.M.>\ZOZ[D:V69XUOT5#1=$_JA!1:;-_59=E)-M0:WB_NBIM)-=)^QOC;8B=,1-2ZK3-G:S*EM'K#U4SZ[-F$^6^(TU#R7=5CDK-M3@-X

HCG;DW9Z(#K=[W_QS%X\K+$K%Z"N@$G98'-RJ0==$PC<,U9Q^G<8:H-M4P,USCV]+U1W%9*]-<59\>;EXXJVO6A5)>K4NXJ%J0>Y>[;55_(B2\-OG@NZ*

M1DMU\3D^'1L74JV;N\1DN+^V5:U-.&1<E1LCSTC-3BXXFW2-5M-RJ!%V$BP;.A/S@_:_FN1^WD6820.9B8YC(^ACG)$\01\,.D\-D5"#ZS"I>JCH4J-M0-W=0A)2R6/:T9[

*81C1/J9=SG?PJ-M%YPSR*ZZDZ]8G_:GS%4U]\@%K_2TH\(@/GO.C"ZYEKP49;"SNA^ZS#CT*[3?-MOW-V^9N7?GR2/$$_5.R?:*

[8B+VVP.DOR$&4TAWDLKS41%NH7<08)CQ.2)CQ![-ML5:=D@),QV;2#EBP@6L4YE7AGY]RL.P5/3UAQ!#SF>73)-J>7#X"\77FET^S-MX.P4-R.($)Q!GG&/!K2D.=]@\S5P+F^Y>F

*M;4\UZ52]T6_"P%%8)\MFM<^%W+$H-K9<&Z!:BGRZ\]T"UN"C9P;P"Z++WZ=]&=,*4D)/156\ %%=QI[7VP\'@_P_@VP!^-.^.=.IJ7IT&V43Q-M9?*

W9P@,.Q.Y&"W1>,TS(}ID7_KYNBD?4"(?,)Y'/0LRI-OA1$"<0HS2$>;[B1A1QETIY\R$!0WZU](-V5S==%>YW55=-/G<60SV(_B0C,.9#!,+" M4PQ8*

*L/,2U*6,QJG6AV))R$Z%L'RN^^XOD^F?U_731O',J] M023Z8^7W2)TVATVIU}/"\P1:'21_BABSZ^/=A>.|,SZ[-MY%\;G?'SIS^3V[MY*C(^H950QI(0=[T/EQ;&+5-4>-A22G&(?*

*0SS{2]ZG&9*9? /&59RH,T9#@R MF[6L@85C6=R=-CQ@!01:75#A"K28M7>U?X*?%R1Y;IUZNZ^E=T/M5)# M+ML9M6/8,,_UM()5L\TC=F*

*>];G,.Q@\$K3EPW8=']JLLEBAA4WW0R']-GI% MVS&1.*E;(3ZR@CMI&H"VL:0!K)-B;P7R;!6]C$:MVEFN2C,A:%5_0MV9U0-M]LS)?*

&;5BZ9=>WX%QR>KCMFG0_>TD6N'9#UQW(S)!]#N+-]I"HWLX)%E9[. MITG;M9$5GC:L.CDX?]X5RW7#Z.9DR.,H"=*<0)!Y(8Q(&D.4!@QR'I#,RX/_M#*

J3B21/P',NJ["M2K$CYR,!/R[*N?P9/PBZK.[N.=JC\1,/88X*!:D>K1;,H MR?,I [4'[N2052345M'$!+1YBR#42#\]Y.E!\S2!\=`_?O'U8W=^LZM5?T?+C

*MZNOZ\;%3+'6SNL/+#V5U .;3$R_^]^J8!JC$FW85=!Z+N[RMVCOH&WC[(Q&0Y M#/Q&/"\#-YT6AW35A#6S?EPOD?SRW[5XT73CK]I7BZ%<*QJ>;;)&MZZG_[6 M]B(")DC)T>*

2VWI&;$M[*Q0"8"ZW0#-*]AK MQ.]X$=-(,^376(\&(4RAYV& <146#HH3$(_RO62I_;6 MGR=;]@4)!IBZN5'I#!G7)Q;

*(U#1*M"@TR'4Z2<<%R4W[Z\V8D6.2"GCQN&;"%##K0#MHR*9)1 MR468@C:KBZ!(^]&+H/]:86D8(3*B4_>1OR'PQ^BG[?SX=T5-A$.]KMCV\B9D MOI<&7@33!/LPPHE0*

DB(=!CM W]"PI[N(6V6%FNS+;$&EOE4H98S%L]=1EXTGH!+EQ.^IQ MMOS*EHP(IGI&OU=\X5CCU[@P7"F@=E>Q!V<@$$/6?MRZ!5Z-9MV9U0 M]LS)?

*FB!@O!ZB:I/1=VT84[MSD)G M%W L73U<(_%?Z0;(SU,]?9I9(5A/NG9I=9*ZI4276?^3LZO.UP1EBK"]3BB3 M#@LEDYIN";,M: _/F9?M(W\2N;7CT:5.SER*

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*CY%C$=ULN[F>$;'&468\G6S.V+;G,6RY:V"\UEWK>7=#3.[N- M%:C%"/.<\1Q'6@,>-.&[5]$[]>,M/]\' M"$B,0(^2:>:]&H<5]: [OFDJ/266S91!K\4+Z[GS:M!?*6M>BS7G\^7UEC'I*

*MPU2LBH8MBVRC4;:+]H5ED60>2S,4PQ9 MBD-]N$+@\H'#CD8?T;)(tB*ZO-#<)>ZCKMRZ.UKKK/;3!27< QQ0/ M%.T:VV(-NB @P[ZU83B-*

!C+H4BJM=$<4_!F'L^A2/[QB [5%PW5 M 5LN9>_=%>T&=8N_]U?_?2X/39D7I$$.HXS'LCT;@UD6>##+8^Y3'>4:Z4] M3 %T[9@H?CN<0"O*?M3#%,4?*

*8MLT)3\#G++@PWL(=_#0?Z3*J6V!"*W+QR MKTC\D=BKQ[=_Y_+^G\W+!;>*UO8*)#26G.VL_[5"XJA_)_^Z=03;&O9N!%47 M(>ONY>W70.@P>?K2QQ%_]?2&6]9.:+G*

PX)C1!9,.G-FNG R(W[V$,GE=/_OB M[4/!^/OOC*P;X>Y\X;P@;)"(C%"61,R'S N9[/KEPRSR(YA&!"RKM^6*VF!M*V@NR8)U\U;5%4OXH>=OYN&-$)!Y$':0BCF*0P*

MIXD'HR2D<<"B/.TZ[J5H+]VJ?!$WF6?RG25O 5*]H>5X5@<'=ZH9WA,J> MA!GU=P]Z_S2$WL)'NS 'SJ;V:,BM BTY$]HPQ9S5G]!BPZ%3H??RH1>@YZ=,M?-*

*HD*7C4IW',$QAED?B#\0"BF+=MWV.,L>\GJ59K72WHCM6'PGR42S)$M/BL M&)-PQ3T]96*-<1?)W2874%!KSZY(X!LZX9A.7K%G/>V+R$,4*BV$>Y7NWZ64@S>6/,M##U#'^\|*

*MC#"GC M:MLKT$.U6EX[3IB] MHS<.8ND1TG]T01[,0+AFI-.*MM'[OB>=,?/]==A9F M](- 7,:FUTT___RPMUAW!,$(TC1'B D[CHH_(@]Y${5A O,HQF$:84Q8]*4"*

*M;6#E6%UVZJ?!@ $V=M(/>CB,+ MWN!MPPZ*YUIKVZH9=L(W6RK("D[S0]D>;;#Q2I587-U.!7X0^0#), A(8L(-RL,!BS.*TSC3^@ =3"UM0[M)*

(${DZ%=TP(Æ*H3YL)>RL4O4!;Z.FKT)!3';O%SN8($U0]@'6$. M9I*>ICO-'37-=3'->IIH PZT*Z&-!][*F64($LJXC2,645^E,Q#$1Y_^"('.M[TVY6M=;LYSE$8K2)(>SH5E@^5H.AI$,

{)!1B,_18CK63:GH,SDV)'=G\"9 MG(.]OIEF/LP!HF]3%W/RS7R7'IX[O^4T079]E@,8K^&OG",SC]RYF'3!H*[M<],/]R_KRJ&EL6_A(-4UO5-V8W-6N2A1_+<\V 6!RF,XE@ELQ6C0?*

*$&E36C9C-N.$4&'+95S=D3" M"43IVQ"D@KK/M6I!@@&DX2O,D=]0TRJ4TZVD,;7*UE<$8 M/9:$_22(685YC,A#81U]UE 8A2I_Y.)T\|"XE=-?ZBA==AMJ+NG8M]FDI:*

*!)>G8PW[<"[EM40/>(='TS88-O1>6)ET8O"29OBLK=EW6R'):&'499RQ[S!+(,1 M3RC,/*J?(Q#Y]'LNQ#1* MG]U(TVE6WQ&P&B7Z3-QL'.T]:?Y7\;3XO)9%'E_X+7MF]S7[V@B?*

*\;%>T)B& ME*0$)A&E,/))#C&-&,0X2F@8X9C'2@49YT&XOJEI@4]CH^K @K]#JR;!(ZP9 MEUL[!.M)ZY;6'B+X.HE66I*U+$UIH^[..=Z#Y9!V914U35:GF,1SK;+Q\M!K M%*

*<(fBI.HF6G$'^6B!*2\@<#:YGF/9=44_`]OFV4G^[:L5](@F-Q5[+-:/[..*LL>'2,>^G M78Q^EKS<(-6R>4!+3IK?(&;7KC%GC$6+QP")V6TA,(A8L(-RL,!BS.*TSC3^@ =3"UM0[M)*

[FBJ%8N1553:[3@-MZ-DU&_HR39DO>3,.85Y$$RCZ1U]&$S8?RU+.FW8KE<-M((IRCU$,$Y0R&,6![++-,YCQD/E1DD6!KU53/BSL6.0&,'K"MJ&:$%_^%V$P MP+'0.E$>0IPP

*GT>XCC -!FYMWAF%2Y=TKT+8"[*U32+"35ZRF22#&W5<8BS M)6VQ6796!?%(S*%../]IF1KHNW/?MZR=HGQ7WJ'O?RN:AX=R28O5O;PB/IGL M>\'#.(A1@B!MC^V4!$)C"-*

T1^V$HCG24)'%NX(*8XC./$S)@)\]WD!GT'WJ:8 MB9^MVEQ_H:J;9=G M9P]L.X+84R&7,L62RC%&8U85=2FS#E7:Q>L9IN$W#ZR2ZU7L07" MA$(LX%HY^Q>CY-

CZ:A%LM8$NSTXU\T,_XOWP@UU3_648,?9 M/>1 4QWX2>+W\Q7XW#%8:DD7'I(@]M@3'#>,GJ}S^=%UN:@1^$,)&P5UMI*

M0)%0R/5(,TX0E+]/V!DGJOFAE1=U4[*_:EA28TU&.YZGIQ+&+*4B_VL)OH MAX0ZX!QF>42$3HARGR48$[WXTEE(CI7_+?OW6-4SY._%!H3IAYB2\S*

M'L7?!']@C'P_C@.440\/+O6-,K[I96S;]YP/@2OS<)M2BI'X!;F@$/X\&S,? M\SA(,YAZ 3Q)FB6[]CR<6MH^_F M"@.9KDF; O&55<\%875?H$;Y[PGGED%AM48PPHDP8E/.

*(*)^3'.4I#Z/5!;W-MLU<+$^,IO:TP/6K.$;Y\&TXV[%<0>3[CA(38S[?&IRO =`RP2FV.-M6T0T.W!5V*GF"EAFDIVV^"/Y0K^/8IG$=CO(/X]?E|+-.KQ\I_U4Q5[#6 M!>;,^]@-*

*=PB3VDS1)8<1C!B/$?(B8%T#,6)M:3VSL.95=E-DGNHJ9?,&RY?S(!8F?/W[QL'^D_B79.7#JANKQ+O'M'JUR)_974COR%W8+^0?S[6B@F=,_:471R$IWL--2/(F)Q MD*9^*

GD48.$,\1AFQ/:TA^%,L>;JL.FC=O2],4=@%^.9W0)DFI&J8I[E+NIR01M#;.W1AYO;? MD?B,AMD']F@I_OT $F+PP]^M.VT-4[AAZ%KW@$-/PS99\[4'P!LS-\LXZL*

*MMEJ6]5KH5>K!$*$;9MU-H=^ ZR4\3(=-"2N(^"FE4"58@^%]E=V:V-3^7 MO6 =*9VP\3DK&HGD@G@H9&F&8!"W4Z!D7\X4!S"FA'@!B<,8.]7]N477L578*

M#XLB\DY_N>SM0[-A4&YWS;&E9WTO9C??9.OSWNT^MN2NP X9/X EIL7NUS:O MU)#![V$S.3'>FB&D!]5PD"%!9!_V/G26YGZ2>3+(FOL9C()<5HFA".+81RA" M&?-

RO8"%NZN[ULEK7)J, @EIO- 364:4Z:GX7HP#D")PFP-2)X,^UY1P&? M(NMHY,)ARX>[7O9C)+N"I\B+%/NHI+ ML4KS"EPW357@==>@K"F%SVBW.Z@"];,Z"8]*

FK=7\#3)1YV %5XQ[(AF,NJ MBM'VOK<+YGQ9-W6#VFJ-1>9%" 4Q@:{<7,Z@03#+< IE/4J0T8CF>FEI$_"< MYY#VT+LTDRM0;D&;!ZZF>*BF!RQR1D\7;)G25Z?*

*T(;T=X!,;5*A1:.L,O2DT M>9M.J)% ^U%M"\34]^;>2L,5G!>8.J+]771HJC;?O#(4MT6&2T;;D M*PJDX^_.\9@4[GB>IGF&>15LK?5I@NJ%-MKOC)<>XF#*HL.-&,0?G5 MB*

<)OO_^)+Z7ONO+Q\OFPK$\WF":HM[EA)'$[DQ;_[VV)O0 M,>,)@HJ\'-<:LI!13X=H%Z1=^Q9[8LV^M% 5KV"EQD.NHN>G7V!O-}//1MEQ2\.6R6.NZ M9DU]$%G^O69\O?*

*Q4<+;(0Y$$491#ELNH$B<$9BPB, ^2+/ I)HE>(Z%+D'&L MECM 0$("/WU<@?\21ZAN+[^+>*VF2>?BH)[R'+ "'5]PQ0ML$0,=9B>NX';8*

*M;C%MPP*3;&5H7(+*O,D8%IAVE'=A8TU3+_2V7#X7]_NW G1?3>?(W\W!]M*C/*H82H#\Q6\'_;S0D>@:.?=">]B@ PX&Z+INZ!C#5-U0 M2VS0=4//<,#!O 99 G%-*

*Q2F9Y M"G,24.B%)!7_DGB0#ULY7$ZK.Z/-/,>VF';#7.^X5.6AVL'I@#.:UT!GF.+@ M!-6DU?:\RPFHKS/Z4HT59Z=@*KYNF!W&FK>H?KBIRN>"RNZ>PD879GS7^E, MN29-*

\=PF4V^*%3(4^&F8Q) (52$;_X^DIFZ^O+$I&TNO\DE"(;BO5>W@J- M*-3C(O$("@DE,$8DA5$D1Q0DF,$T(#G"-"&$YCJJ:1R<8S6T 0Z6$OINU>H5 M(!T*H,U$U)WE.,%%-*

=5CCS=Z:F;+EA;P%=B O@{<'NZ1(U(2WIC MBL.D- M!$-]H/B605!-UFVW!R@%'\$"=&"-|_H M=8Y7:D>F!0[H2>1^#GD\]PIT4)TDC9\BRWZB^!Z4UTH.Z7!2$+XRKK]5M+ZF?*

*_^PTD[S/O.ZZQAYUWRM37NH@0"]IL>*7($/9=G(KJ?JQ^$Y M#DR?AQ:(UQ,_[;H=)%Q/D&ET1Y;<[8SS[I,^6X*93!&J;&N*!*SM>249W;HO{'#:OD#]]\Q=!1%'$ Q^R M-!-V>,!D>*

*MYD/I^@GV4IY%'N'>AY8,[-\AW0H!*PP4^H!DA6?!E+DTS^8[%B]_*%,_4.C!904Y*1 MO).1(P25Y>772K8#.^@<)IW:=BT!H6%C/!1TRUSL_1%ZM=G361:Y9DFUV>UH7$N<*

.9;X+5C0P@5_M%&#%K1NJ>(/2I>G'K>4&SE+4=WO_%N+?,3NQEQW;U^M^\N#,7)TP3E"OB=;R>I#R,>Y\!"%.8<>9BFG*(C#5&F*FSD*K@>]W@0L2F]@&*

M3'6.FV=+_^@C,>6(8 M_^CHS#!?2=^W^XP>&14+D7553+/,&Z4N+0!;??DO8!Y5|:_\9@4[GB>IGF&>15LK?5I@NJ%-MKOC)<>XF#*HL.-&,0?G5 MB*

<)OO_^)+Z7ONO+Q\OFPK$\WF":HM[EA)'$[DQ;_[VV)O0 M,>,)@HJ\'-<:LI!13X=H%Z1=^Q9[8LV^M% 5KV"EQD.NHN>G7V!O-}//1MEQ2\.6R6.NZ M9DU]$%G^O69\O?*

*Q4<+;(0Y$$491#ELNH$B<$9BPB, ^2+/ I)HE>(Z%+D'&L MECM 0$("/WU<@?\21ZAN+[^+>*VF2>?BH)[R'+ "'5]PQ0ML$0,=9B>NX';8*

*M;C%MPP*3;&5H7(+*O,D8%IAVE'=A8TU3+_2V7#X7]_NW G1?3>?(W\W!]M*C/*H82H#\Q6\'_;S0D>@:.?=">]B@ PX&Z+INZ!C#5-U0 M2VS0=4//<,#!O 99 G%-*

*Q2F9Y M"G,24.B%)!7_DGB0#UL

S&GC""DB$DJf3X5"-^#-<|8L[(:.R3 OC_5TS YN8)CDV(jP M/"\@A>C?$\-]SSDBSF1APF:V@[;-%A*V6&BMT\3%",WT ,Z+Q'7BN/f]Z81;!&4!TD9.P1>RW6^BX%F&,69=2'/HT2&*54V 0\ MI3!}_2!AL8<]3^L>ZCPHU^& ,VW6C/HZC#!,T=VWP@8]S6'0;,UZOX=INATV M7'N-;@_3!*LT7;/2ZT&O&[YL? G_WK5QP3**(T!#2F&,84>)#$"F"..28A8C0- M<)RZ&|+18^%8-XBO)W$YEF/@I9IN<,XA/;5A-GI#H@4$7]U;N. +:\R7&/ MX0<>IW' LL&.!PNIA|0?/L@K7=ZPUCU:U6NGSZLMG-/%>,)(TLXUB{9"!! M@O:V%?A0ELVJ;#1&?8VQ8#]B:(EZ/0TQ1CCXP^J45T4;C>**8^O.%E94(&XW MJJCRN&'*<"!2EN>XR]=)H%3WD6DJ&2/>KU;L& 2XCG'A.GPC@7Z] <1.C70'09X)2HW+-$ZM.6N9Q@A1 MAV4:8X_JBU[;O+I+F.@F\MTV[{ 6F\"1MB@J+N=8-+N.W#MH@%O6K*L5^&N]-M$XY4%TU5)DV+J@/^Z(FN&FLX/U5V.WR?J@K7UG(5X4>4C8T8$/(_W8(YQ !-.D(]WZ>, M#!.\[F;H?JB)OY) [L\$N]/76QW.5VB,J+N,:L[#[4YK]5"L.-E)UI1@Z[- M?B/(V398[+=^TV#Q!^BL:+@+K]UN41?M_QX]& TWPUC1E/XAM>,!XV1+MHF M=4D&7:62P+2H%YV..4J#&)(@$4Q@E80JS-*)=\,H@)3_5OV^>CQ>M10S;8N0:LAU<)8B:RGN[848>,)Y&Q4OI2V<@Y4$\]H+7DT54 MA,,\":*4H2R.$ZW+*YO(.7;&\U3[_.+S68,R=-1BO)HK7[M2ENB;=':V0WP1XLPU!HF<,E)6U.I3=3FM3P=,/7(NG0!PU\[KW'-_KD6ENK[-M9YFM(-=>,"_!44 2&*8^$5:B% [6EK#!$X]\TPV',L986/@'$M3;=@ 0MS%X0 M-2M53G)'423$0\;NG,[POZ%'RJ$ MA<^"@!#&Y*305+-;/C2!&401YFH9Y*4DYWHCFD;!.1;0O=.2F=@N$]Q2=,RL M\4!/8/? (0S;&D5EAT>E2(M&6BS4.,%Z'HGP(_=)2WI*0N-"2[U^?!U+I> M/[8QH7<%YZQB@:B.#2WVI55WGYW5!W TV8(L.V.)CO%)]9lL^!1EJ0X2B$.D. 6,A[#C)$0 M^I@G83I1W')SCF&YW$\\[QM=;#5,L$[-:K#'$##UE,16)$,!G*1G= M(=)|,:@$]J,4@>X0KE'MN?N6F_#YW18AQG)//!\F"49E9.-:*@SS:$]A;$K'=E6>5 MIQ,D'0K/J41NT\=5+-)PP> <4?23+Z97TS\>2.T!.IPFQ-\YFE#@_7$=/,;>6A8CPD Y,L5Z!`?_3_=W*!DV^ M+6-7&>Z|=-]\N.XY.8.T%K#5H?U?49%E*H%L9P(F'TR1CLN62,(_]B,$<4PH1 MR_V >, (M#O6ZKRF!=6X#;/I07]YU_137U#2'?5[HJ8U3W=;!%@/+43(S]MVU M63\%]+5;K(\P0J&]^MC;^NTC>]-E&PPA&RN]7]%W]&$+Z1Q3E,H8$,<*H <[#!=16X4)R$"""5N\R<99#X^)6%SD#$R3\]I3$@C,R$\]I3$@C,0(?:ID5Z#780NP(RE<[-9V.;I..D193VSCVKZO]KG[<-?3#$MVK?I- G%YCAZDD"!A(R]/<*$^?P5,F&L//5A!]_F)8" M*SS0OZZ>)A_\(;&PE%4R2:61.)U?=38!FR1L5^2F'S:>6E0^LD]E77<3ME=- ML5J+!\^G+DSC$VN#0&\;+BG7/W:'OP"Y_:79#""+:8@RWJPP;US[?87X%] M;#Y?GM=X]XE#?16D;9:6XHV607,T+?)+NZD78P9) M)E,A,M(.F!1F&2693SCV*4NTRO <(.GZME,"!M:&$RD:HN8-8&"_"I8U9_0?2% M@QZ5Y8#V.I3P!U5P2SP:(6F."[H6 MLFCO3FR:/",OLC%2]IX 7;CA*4"_$5 MIU*>^B1^7"!- E^R_E189ZA^$+^0Q:G/:"GMLD4<,AQFA$&?4RZ\2I3!G*$<-M4I']<=%TGTPF 0&PB(/(O; OWXM1:FUNFYF_^.!NAI[Q.I?)> M@2WJ8!?WOM05#-BWF[>#/^@)N *;K7VOL*LV,H$=,-M=!K%-9%\[\]@!XQ4R MEEU U?=\WR%QPM]52!P_;E6RU[JR)ITM+- #FZZ752%0W7.ZC% S#VF/8#O. MSWDR1IR<$R_- YLR<1WC7:1EYRG!07E&C^_M*]I5OF_?V6K-/0G3;Z[=% M3@*<9C&"(*$YN>XD)BX MM5} *CSY5&/T2PQE\GM<1HL2*?1AWD6(9A$?DP\ M3E 81GH#U<^!Z_ .D1J=3FEZ!I.H5_3*1Q(W^.&NVF:.$V< MM0GG9P'-/,Y\BN#CV>63;UR0"-W"""7SGV?K?]BG_!HD-2N%=R\D2D^]=E.8 M]75"""AL@3E:.;@(T2<3$>^*/Y95|WBKFB63/8K'^[\K]\7]2+(..848\AQ M*B][.8(YERV0,A9XA!(_)95&!IR%X%AB6IA=?_Q-+L,?$}YB5/;\9\,%R]] M>L+4D2JMZYNRZ^\T1:FR1$U2,W8FB9=WSB/QKZUTG5]W%AF;)&N0M.D'#7N- M4MIN%%K*4,3'U5OT5 A'N%?4+ K\)(]"B*(PAU' 4H@P)L)NC-,PCR(_"#VM MEJ- CT!S+X19VS&S2#Q0KTX#5[D(YR3,U^<M,8'/?D\SpC(?@"5;+35HG04UKm- M2E7(/FI8JO22ODG99:H_WM\(6)6I'E=;?0Y.ONQ:2+L2CNi1@%*P^QI2_MU M^A[<)GK;YKR87DUA/$NJU1X&HU09&.:G5YS-)!TE:-0)Q1+)"?I>-(CY!C"_*19E& O0WJF^5E(CD_\H[&/EU3*GN66 MFL*PP@,]I6!(_L6S+X](AK&K"(Z2N:A> (X_;#B0BGWK!X4(#^RF M*E?BKZ2K_#X]D"(,$Y(B@F&0^T)6?9[#/)6F?19&W/?S!*5:,Z5U$7 LT+>, MR -HBQ+8QTESZ)4N=]4$WB7/-&^.V+? SO)IG^(s$'!_PDW&:.+>HJL$3JT MD?A93\N0)SQ-&113C$ABQ5KW'-]$UYI]+@DDPN+0=Z-&QY====9W5 M';-031],^(CTU.X $/S_W+UI<^0XDB;\5VBV: [M99H%9'N"U\TEYU>2^62E9 MIJK&:OM#&$XIND.1:I*A+,VO?P&0$4%00((@%+O6$]6ID3"W1_0'0I #T&Q MK8*^^WSNSK".2.7(?IZC.JF9'!'UT!J./6YYS-&@1IG4OI^G[KBC* H+%F/ M85P(3ZL_4I2\4?*"X*?@\!_@_ CRF^E6_@Y2 Q:AY\=PD&$H+QO^$;)S,B!*,>%(.QC9I+F,=$=2F6)C7?]>]]X M5FN5(F[]4895\P(IS- 1NFW7LKE\";,MPI;ZXTP6K'2"^7Z(TJE?FWW1LNUA MQBJ@%#BLN'>]1]2@K&PA'/$B)SF*051E$5 605!R'@+"<1[!,HD<2@Y3;Y6,/4;(MLV*TI(,>;=DZ$P4===?VNH8-@#2N12P@,# ITLI3=](*ICFE43T<&!)VLDJB-> MOYFHUO,^HPBW.:+/\S@I\]D< B(8;A@_N.)HZA/ (BDG#"/?4WV HX1$T=N&$ MQ\.8^[!?6;T]$OXR9O6W=?.=]=ST;?E7X{)"^B- ZCU[8,1)0P4FP6C?"HBA> M=@6%I5UK Z3&/6_()D9DCX^DHE 2,WU9HP1E53L!]{IL*OGM!B*>M7?%Y7\B<_=OVI/S+ZWC Z)I#(LC3" (8X!A!A" H;8S.\)!++2G/@H6BJH)Z5"!/;1C),P";KEEQ 86I =FB*-%H24; MM'1=6HDQV9S9@[.$)M;\,8&/=7ST#?,KN_;NK]O#M%?5+"L2BA(*2E+D)8Q M 3@F\H\P"E-;)D*'=6_ECH? W'A0*IE0;I- M52U6=^1IO:AOY4*]W!+2B)0TB1/ (4$ QB@&19AD ',$(\(P9$2KIHX7[GR[M]OVOTD_O%BA%5F@Y3;V9,MA@)I BA(H68+U^D#(=E00_; M%3. I\V)"=IC/ME-R6*QS-T5B4@ZF)/B;XME/LH47-%T%*#KE;=]@1A^P'@5" M>B'BM,.#HC'/2%3D<4I D28I@(2%H""$ A+#B*4,PC VVMP,$?-]K7.^B8$B M[Z:I0PN;GCUT!8:9>;/'P54?AQ<"^NWAT))Z"_T;7@BMV;OAY3L7IC((6[/U M+K81:%>X5M9;^..1\|_1H2NX[M'R+Y.F'^&B"< MC?C7>=>R8J!<.-\C\@]&\]T=^7?4[0N- (+%40<'\YIS#-0U!E.9.1"G%8AA%& M>L%&&K0\KUZ*L"%M/7I_Q!4>B; $0!FFM_*WE+MG>+[]!$X+IZK"HS##E*:M M#S@N\E%U0(U7+!>K77_[?G>9>1B'?M]\9^85(=6& MT4\/C\OU.V/J6[\17\,]H'$CO@450+3 &Q4]OXUNI33**2Q*D(81_1#S0];B M92#)\ZS,*8M2O7-W6P8*_QU<\-^] +6,;;5<<\6VQG38 $R!E.':WL&S9:?+ MS%*$B.@A(G2_ MD>M%XU@Z7VPI?GMWM;*_J4 C\?=N/9Z7"'^\>"M?'Z!I_Z;LE4\[;N%_X1F?#S-)=U)+Q M:!_&PP=W$NV:.,+[-6=?W8=_H[-NYOF_O*S!RG%]A+@.\[2FYF09T8W*Y?H M>-X.=*TK9?/.!GPF>(=;RK:QSN=PRF&>XC3#(.I3 B!-2H 3R.0_8E#&R-+ (PY+*'P)?B!*.M@S.J.]-"HM84^:=\A43(M:K'C9",>WO(25(*PX!YJ-R3K MN$IN#'7<-%X]M? <#FIDE4'A]Z>&U92.0?,R"EI-@SXK+)LBFXCMKBJQ->.(F MR:: '#==-A[!,D)E,#-M_Z_MS0-,2!GFC -,\@S G"& <$E F/"X2%(8(VY4 MU]^0OF>C\]OE6:RF.@.I9& (\P69B9X6Q5AU2!L>O!=8Z[-NP:\"N2NFA%,R_RT/0Y>96*. M6B>\#A=V]UF7$2'+/9P]1O7IK^[84YZ&BO_16_37"!<%*TF9@#3BLMHRC0 B MB=C!XRB%*(PX8ZG9V9L%%]H/Y; f;5*FS@+]B(N0X4HNJ; V(,"@X)0"3,"%) MB6*2&06!>_;IHBUNL:U*OMG ZC>PND9)K5;YLJH@K6GK"OZMV.IV/(D#T_= MK6L7(.I%:+A8-(5Y@<'(#I>;)2X:R#413"U*7F%+PG- ,L)R".(G73E),.0,4 M0986444HMF@\OGO5&IVQ0Q$HHO+L'M)+)"G)I-0TVZP.A9RZLQ3-T@ULR'G)P M3@&@+'"L/_;$L6(GQ#H.#SOUD&4[T?5]++3:32,:8M50OLV UT+!?>$#] MS7,"@Y D6|DD&W3WENXZ]PF]O)4+-<[7;8]Y7: MG%7L7HR^>&+=3ZW3N'5&];B&]#.Z7W"P_98]YW2;B.\^O5N+^FME>IM ,Y#T M;32,94=[*9OT2U44U:+^QWNV(OW MTAIMR@9ID(KCIH_;[%K4=+\'5.&KF6W5C %SMW?4)3[N9-P;D M:'=O/H*=R;E^>8;P=5W7\RB)\R1#*)0)Q@ FB;S#+%. 0I+0$D9I0HULRPD: MGHW(IA6[*4C]TEXQPUCTXB;3U&8 M5&T'1#$4SZ%'[11QFYZED]K>8G5?QO^-^.RAGN5_A#Q=^=S[+)EM?%,Y=A#]M+ M%__SF]+G55_Q8>AX M:X.FZ8[[@,+025=A WM?? <_$K-V]2SZ"'2,.G7=3V5VYJ-ITIW7T3>$XM_]>&4AC;#8 D">B#\2 @&B- 4$)2B!893&F9&A M.$O)LV'8TPU:PH;1:F';IGD\/.5U?YT&17O1P'GJ27.FN MELLK^O?;M0SOZ<*4- 17L^$W/RB4(!H+BIFX>E*5OUD$_D4E?LTI{(/*Y5EXEK MIE$CDCJ,V1ZGS$J93@PWF2*=%Z6O1 -/V7F6NQY@[Y]W?_V/A7!H*W+_)4] M"7EE=TY>IC%E. -)6K/XQ:FAJ"J>>2NH? (3),O01P@Q(!281UVW4,#GWG@U82U5&L&_#.IJ. ML'YJV.EG=-C\OZ!EY,MSE]THVO"'$MN-I_!R=(,:0V'5JA>[:\Z- \0I5Q! M)]&LZ@ZG.QTPT@6W_P(?/ @WZ5X#?]4=C5"G[3'X=1V>!7FYR!XL'3\S19">%7 M@[M?2/CUF+ N)UPQP-YAL(T M3)(0Q&E" (QP"1),FM4=-B"&RV;5+8VZ8@G;;O4 M<;+K&Z7<_C;7U:3/P(7 ZVV3/.)H6[%7\1&\VW(D@Y6#+.3;*KX2T=907PTC M.E/,]P) W-7ZM6%BZE+ %P!UHE+P):-95O>D5$4GH>6-H/1E]0$]+AJTG*<8 MPRQC.'A7)56//,E6D+:_Z.+>E0H<^1QVT3A MAX=%>R2N$]ERM =6Q%9?W-1D^6ZWE2FN?1&8_K[7'ML]%7M!2/!GA,O"?56 M&#A+C36A/7&>K 4LQTFS-H-87D,L5HN&?5T\R>R61GQ>BUT#DM_0W]?5AZ5P M/+^A:]8EA7.90QNS#-!"5GR-2@00+TL@%KZ4%!DE)K=1YC1]WTQH;@!BIU@ MST_G*LX"Q5*@> HD4Y.I]Z:@:]Y;^(/2| +#.8KFUQIV6+BZWS"D/N%AQTT M1S<>EL.87WULB\Y=K]9%T4B9)C3+("@1%%ZV\/-!F4989O4C0M,\(T@K]N!D MZ)Y-5)9>(C]GP\?8S! ^F'^19(:N2$^H\4@##>GT3ZOS.9*>@9]GMGU*>? \@\XNCW%:V6SW==M?SGW_[1W%0+PC[0/%1?#A7A[?ZD*.IH"_?\]R0>V+_6U_I M#N0:5S)[D4Q/O[=TG(4(G6??2DL.AII,*TZ+T->",T]8G@P3X5)LEO("2!TW MGZB!U_DX)4^SDF'$# M# +,R +A,'"*'@U%,<$3-4LVT*I=/=[ST=VTG"SS M.%(?X4)P-8?4!F>.A_>%+<-4TU0)OV@99S3]X0:(7D(!$RD&1E!B", M(S!& ($P+HJX1&51)&:=F$8(^@ZP8\VNNG-;0^91V)%-MR7)C)FEV%*62G$;F30+.NHS66U'*ANO5^VYVJS7I_SV]H[/;N--?=KZJG(MA2XPKJK=C9&;ML:=IO!'E>UTW[- ,7QV+%*K/A0IU 4&?UQ5GBV8C/LLOJI;% MSW]VSQAFZ19-/LYZI?,N39V9Z M=>)%:VF#!P)&=R&A/:E4@)*2:O9L)0LZT8*M;.VIB,,\Y%>:%E?ISE.S/VT6 M]2M-SE%R]FOQ<5GQ- L$LEOG#]DF=<,)15W-01K+6;3A8K]2\)%DUU4Z3W@*M<4PYH'' -0RC$!1YA -)4!'!$I=1G-F4=[-CQ_,BM"M\1O;ORI=]. MP=F+(E*+CD> [(G&6TZ.WW$P'NMGBLKLV3F50K:70;VQ"C%VVIN^,T&)$T96D$ M\]2, 63BC[+,$Y'G),=A1E)4IB8&4I>P[TNY?_OQ;P&2])^M^!)K8ZAGQ7P@ M8W@_]R/8LQ!<[0(*7S:H]W X;2]Z(QND3792:V,*Q]%=,7[?LJSF>G4G%.]! M#GTKAN@BUHHTA2B%,BY0N%&P2"G 2%'CSBF21S#(D0F]N(T&<_601(%D]KZ-M]F>!)&P9\7<&)CV3<+GP9@9 R7UK*K=YH5;,CJ>+>=UU)#0!'G,5E6"-=2&NFBQ:"BOBF#1#*BC>[;F?^-=>]N@2 M!_-+,&OYM=525[B!*!PQ1*N=&NB)IQ1P=>(%U15OJZC:SU_8;G5WY59/88BB M.]8*2D.Q- I;";RURC$#!DY)&E)(D,SH-/";A64GW/5;M^SJR2+Z\ZP7U_GWQ]\@&?]NQX_:1X>_'JE2D3)7*[1\KA>]HL&:@:+G MWO>]^%75>L76F_K@$K!C05^,]*S\PRKF2G3#)6]8:L? 5DW5DM(H_/3OH9)&H M8V+U8U)'G\PVUA7%*'>I3X7&4I3GB8 ASP!,(4YP'&0P8B],212PC1HT/ MSE'RK*/[XOI,(BJ6[<:.$>),_IS(;::@>Y&W-+VD?(]*YKH-V1&=UVE&=D[< MLRW)SKY@OE J&T":#5HNGV59A#]JU==']W;RW#5*^-ROCY=-L5,*^W)1Z;A] M"W \U?\6M'V,>]P%WUFSJ0Q*-QMB.+X$^X//3.\MD?.P8-LA8K6,&Y*:,'&W M@Z"_Y%N.8. <(;*^5;LE=?HE^ACRSSXL56I$%6O:*Q,E#Z/KTK[HC!PGM(@0 M B3.I,/L,9%P!%:0Y*7";"K2AS6!H%G[DMOVQ#9%9S3]X0:(7D(!$RD&1E!B", M(S!& (^@ZP8\VNNG-;0^91V)%- MR7)C)FEV%*62G$;F30+.NHS66U'*ANO5^VYVJS7I_SV]H[/;N--?=KZJG(MA2XPKJK=C9&;ML:=IO!'E>UTW[- ,7QV+%*K/A0IU 4&?UQ5GBV8C/LLOJI;% MSW]VSQAFZ19-/LYZI?,N39V9Z M=>)%:VF#!P)&=R&A/:E4@)*2:O9L)0LZT8*M;.VIB,,\Y%>:%E?ISE.S/VT6 M]2M-SE%R]FOQ<5GQ- L$LEOG#]DF=<,)15W-01K+6;3A8K]2\)%DUU4Z3W@*M<4PYH'' -0RC$!1YA -)4!'!$I=1G-F4=[-CQ_,BM"M\1O;ORI=]. MP=F+(E*+CD> [(G&6TZ.WW$P'NMGBLKLV3F50K:70;VQ"C%VVIN^,T&)$T96D$ M\]2, 63BC[+,$Y'G),=A1E)4IB8&4I>P[TNY?_OQ;P&2])^M^!)K8ZAGQ7P@ M8W@_]R/8LQ!<[0(*7S:H]W X;2]Z(QND3792:V,*Q]%=,7[?LJSF>G4G%.]! M#GTKAN@BUHHTA2B%,BY0N%&P2"G 2%'CSBF21S#(D0F]N(T&<_601(%D]KZ-M]F>!)&P9\7<&)CV3<+GP9@9 R7UK*K=YH5;,CJ>+>=UU)#0!'G,5E6"-=2&NFBQ:"BOBF#1#*BC>[;F?^-=>]N@2 M!_-+,&OYM=525[B!*!PQ1*N=&NB)IQ1P=>(%U15OJZC:SU_8;G5WY59/88BB M.]8*2D.Q- I;"/*M7- MXD95!OV]9GRS#+XNN&;&D+_IU3R)?,U),SQ6[.W7<"-.WAS5LNBH6#H.740& M?]M5L^PT?12_G1LA07 M]QYM&5!>E^0@$(9>6>IFK7Q4==$4U#NF,'L;6TS%^![=.[(77^WLKFSVC,W. M6Y99T*&^Y4X6!PQ^3 VR32]POV!?WM;,_^B6C;GMD=+]L6TQ_"NTR]8'X73G MZPO&,|_"^,[];?;C1R9K(QV\H*TN??43*09A&#;4 M+A$P,\26PANE/^A(9I7L,#CP9*D-.N+U$QFTGC?7PMN*"G6_HNM'4]T[?M.S MQFU)&2K8"0G'U>HRXZ<%Z6O,0-/ MF>O)S=.CV[SK:L? V><\Z(5;LX$DU+^#KZD&=W>Z[V>KKR$ZZ<!%APJ,T3K,)PYO-N#>/5'41P3P+UGOV7C=VU7"RHS!. M"@HC4% " 60X! 43Q78&B)F=W6.AZ,Z"[ULP!.WVRM5#.9XA&5V7Y#E) MZW7^\@R)?;8TS@&+_^1AT0PAIB.8I%&I,-1GO8KFVM5=WE=R6S^VZ?N@<@E[L5%/HW*5H^5H"_^E8V@$5%&RK M;@W'!)[$:?IOQHL8A,?$@Q@>Z)[=;]?9])%29D*%Z*@-\V7^36?3?O+CCYFOTV&SIS(*K[JD6>--->C35KV1E%^1@> MPC(FZZ[Y5OHFG?0=-XS\^*TZ[\&P.I!<%IC(H0%(E,YU-MU),Y4. (&C9!W7Z:C%5FF,VW=Q*/2ENJ1-C%JGS;U!FIY^)K.UZX!XERN?XW: M(;ZFTUG-$6\,.@T [R[[9D[2 2<)! M"O,KLT"23]0M(,H#EKJ3F*_;2=& M;U%\/;C-5C;M^/]NV=#Q;MY:O3FR570^(5P^@TCMV7N+0267PBL9JCY150L M6I(P5OU:K3>/ZIRF]C_WVJ_]=BDYX1G8#I:XITT-&>]9_7ZV;U-NGM,P3! ML&US*+V9D1H2W"' DZ;,=DU/!L:=K@_*N' O6J-H/'YI>^S#X*F/B^5&.&KO-MGS^H.X9C(&M%[Y)H/&WGD0PUBV]S-=315%?Y3I;9^BP^DCE&*&%I%@.<-M\QA-S C 21D"%A=%#ADN"'VH4!6+'AF>M%]],8>8_6**IYT+XQ\C,*+3\ ,50 ML.>H,;4R4\42B3K#[S$W:RN52<;<.0V7 >/(;[!D8E+7X3*@#KV"'']>S*+>S M7'Y9T<73@FI0LC8KOWC]7<_F0Y_>C0-:N^[=^ZX4*D*8BVLB-:1GO8KFVM5=WE=R6S^VZ?N@<@E[L5%/HW*5H^5H"_^E8V@$5%&RK M;@W'!)[$:?IOQHL8A,?$@Q@>Z)[=;]?9])%29D*%Z*@-\V7^36?3?O+CCYFOTV&SIS(*K[JD6>--->C35KV1E%^1@> MPC(FZZ[Y5OHFG?0=-XS\^*TZ[\&P.I!<%IC(H0%(E,YU-MU),Y4. (&C9!W7Z:C%5FF,VW=Q*/2ENJ1-C%JGS;U!FIY^)K.UZX!XERN?XW: M(;ZFTUG-$6\,.@T [R[[9D[2 2<)! M"O,KLT"23]0M(,H#EKJ3F*_;2=& M;U%\/;C-5C;M^/]NV=#Q;MY:O3FR570^(5P^@TCMV7N+0267PBL9JCY150L M6I(P5OU:K3>/ZIRF]C_WVJ_]=BDYX1G8#I:XITT-&>]9_7ZV;U-NGM,P3! ML&US*+V9D1H2W"' DZ;,=DU/!L:=K@_*N' O6J-H/'YI>^S#X*F/B^5&.&KO-MGS^H.X9C(&M%[Y)H/&WGD0PUBV]S-=315%?Y3I;9^BP^DCE&*&%I%@.<-M\QA-S C 21D"%A=%#ADN"'VH4!6+'AF>M%]],8>8_6**IYT+XQ\C,*+3\ ,50 ML.>H,;4R4\42B3K#[S$W:RN52<;<.0V7 >/(;[!D8E+7X3*@#KV"'']>S*+>S M7'Y9T<73@FI0LC8KOWC]7<_ E0Y_>C0-:N^[=^ZX4*D*8BVLB-:1GO8KFVM5=WE=R6S^VZ?N@<@E[L5%/HW*5H^5H"_^E8V@$5%&RK M;@W'!)[$:?IOQHL8A,?$@Q@>Z)[=;]?9])%29D*%Z*@-\V7^36?3?O+CCYFOTV&SIS(*K[JD6>--->C35KV1E%^1@> MPC(FZZ[Y5OHFG?0=-XS\^*TZ[\&P.I!<%IC(H0%(E,YU-MU),Y4. (&C9!W7Z:C%5FF,VW=Q*/2ENJ1-C%JGS;U!FIY^)K.UZX!XERN?XW: M(;ZFTUG-$6\,.@T [R[[9D[2 2<)! M"O,KLT"23]0M(,H#EKJ3F*_;2=& M;U%\/;C-5C;M^/]NV=#Q;MY:O3FR570^(5P^@TCMV7N+0267PBL9JCY150L M6I(P5OU:K3>/ZIRF]C_WVJ_]=BDYX1G8#I:XITT-&>]9_7ZV;U-NGM,P3! ML&US*+V9D1H2W"' DZ;,=DU/!L:=K@_*N' O6J-H/'YI>^S#X*F/B^5&.&KO-MGS^H.X9C(&M%[Y)H/&WGD0PUBV]S-=315%?Y3I;9^BP^DCE&*&%I%@.<-M\QA-S C 21D"%A=%#ADN"'VH4!6+'AF>M%]],8>8_6**IYT+XQ\C,*+3\ ,50 ML.>H,;4R4\42B3K#[S$W:RN52<;<.0V7 >/(;[!D8E+7X3*@#KV"'']>S*+>S M7'Y9T<73@FI0LC8KOWC]7<_F0Y_>C0-:N^[=^ZX4*D*8BVLB-:1GO8KFVM5=WE=R6S^VZ?N@<@E[L5%/HW*5H^5H"_^E8V@$5%&RK M;@W'!)[$:?IOQHL8A,?$@Q@>Z)[=;]?9])%29D*%Z*@-\V7^36?3?O+CCYFOTV&SIS(*K[JD6>--->C35KV1E%^1@> MPC(FZZ[Y5OHFG?0=-XS\^*TZ[\&P.I!<%IC(H0%(E,YU-MU),Y4. (&C9!W7Z:C%5FF,VW=Q*/2ENJ1-C%JGS;U!FIY^)K.UZX!XERN?XW: M(;ZFTUG-$6\,.@T [R[[9D[2 2<)! M"O,KLT"23]0M(,H#EKJ3F*_;2=& M;U%\/;C-5C;M^/]NV=#Q;MY:O3FR570^(5P^@TCMV7N+0267PBL9JCY150L M6I(P5OU:K3>/ZIRF]C_WVJ_]=BDYX1G8#I:XITT-&>]9_7ZV;U-NGM,P3! ML&US*+V9D1H2W"' DZ;,=DU/!L:=K@_*N' O6J-H/'YI>^S#X*F/B^5&.&KO-MGS^H.X9C(&M%[Y)H/&WGD0PUBV]S-=315%?Y3I;9^BP^DCE&*&%I%@.<-M\QA-S C 21D"%A=%#ADN"'VH4!6+'AF>M%]],8>8_6**IYT+XQ\C,*+3\ ,50 ML.>H,;4R4\42B3K#[S$W:RN52<;<.0V7 >/(;[!D8E+7X3*@#KV"'']>S*+>S M7'Y9T<73@FI0LC8KOWC]7<_ E0Y_>C0-:N^[=^ZX4*D*8BVLB-:1GO8KFVM5=WE=R6S^VZ?N@<@E[L5%/HW*5H^5H"_^E8V@$5%&RK M;@W'!)[$:?IOQHL8A,?$@Q@>Z)[=;]?9])%29D*%Z*@-\V7^36?3?O+CCYFOTV&SIS(*K[JD6>--->C35KV1E%^1@> MPC(FZZ[Y5OHFG?0=-XS\^*TZ[\&P.I!<%IC(H0%(E,YU-MU),Y4. (&C9!W7Z:C%5FF,VW=Q*/2ENJ1-C%JGS;U!FIY^)K.UZX!XERN?XW: M(;ZFTUG-$6\,.@T [R[[9D[2 2<)! M"O,KLT"23]0M(,H#EKJ3F*_;2=& M;U%\/;C-5C;M^/]NV=#Q;MY:O3FR570^(5P^@TCMV7N+0267PBL9JCY150L M6I(P5OU:K3>/ZIRF]C_WVJ_]=BDYX1G8#I:XITT-&>]9_7ZV;U-NGM,P3! ML&US*+V9D1H2W"' DZ;,=DU/!L:=K@_*N' O6J-H/'YI>^S#X*F/B^5&.&KO-MGS^H.X9C(&M%[Y)H/&WGD0PUBV]S-=315%?Y3I;9^BP^DCE&*&%I%@.<-M\QA-S C 21D"%A=%#ADN"'VH4!6+'AF>M%]],8>8_6**IYT+XQ\C,*+3\ ,50 ML.>H,;4R4\42B3K#[S$W:RN52<;<.0V7 >/(;[!D8E+7X3*@#KV"'']>S*+>S M7'Y9T<73@FI0LC8KOWC]7

MZFE3R>Z#_J#V6$3^A>U8,3P(U,91\P#0!SJ&:WI;8-1?>ES,^HI,.MGA.'YWVFPKLZY]L.F.^WYGBD<1^=ZQ@-8!"?&NTXA!=O^5[:
M[^XJ%=L7")+K%9/=RU[V[AQ.31B362.JP%IQ63=HYK=5.N["CVTPU[S.M]HKJ:M(^MR.?U)3)$SF+9VR]V.YBE]@A!AC-:?A7B_H6:;7[^BWQEE#VW&X#4?
M,ILZ)VG)2TQR4%+9(AIF'."\2_*,$4U@REE9EKJ9?RX8\GUS@IH^J!9"_8\Q<(:H,>.MA\$U#S2*CDR.OGZ6X]2S8)<;.=5L&&50NH1N(-'2"9G)\C%=@M)/VW0ZID7G
M/6WB^TNVS(5G*0G_6[%FS.B.:X:?\\R.V4;R=X%]M7SO.0I*PD'C;.R[D1" M .9)"&):L"1+N$Y&$^_R*+NO$\/[W&!>]
M&Y^-1#53Y1VI;9"A@SWKJ!BN4D..QI\V"^2<>$<)'VL*W_.N+\C+;.1BFT$<7MZ-J=Y"%,<48 0+@'D)0//"7C$0)G&412G-
M(#1]CSU.NFZ\+P"'1?.TW;=-.35T]"N51R@2+6CMK^N&$TFB:L>&/)>%HLB;?YE6S2U M67<_OWKY\PL25,27 (B6WC1$4W>+?EX!>97=.B
MLS_BN!K&R:.+HH'8[AHJZA"=NK>B 1 GVBR:O.W,9FS'[S)[=U5@:;)86*)'' M)F4$Q:.;$B$U)!D-0DB()(QP*MR0RZ]2C2]KSYN3#OZ*5\N M$%XLU>W0_[(8F)P#U]@.
(#,C5'90;H3&(099"D M-$,Q34(3HV/#A&?S\WFQ$BZQCVQ>\)#^S8,>*DYLF0DD-V8FR IT/6/D M&THSLZ37Q<<65&,+=0DJCFR5%0N36U\0+0#]T7Q>-91[5<\X1
MUO8I*!^$>U7C]TY2M(QFF,"PPBA\(.HP2#(LRP;+@1LP3'G%"MWE GQO:L M0#MJ^A>+A\(/*\N%(IDIRXZ016N.0[`T;T@O$,_N3G1\THSN/L_P/W#;>?C&
M9/>;9UCMWVB>>^32NG3=3>G7_2;YH)(TR5@9.U8'"LO4> PC4!9Q DJ"(2M) MCG"LU6O'G+3O.\V.$7GFOKV.'XT6NA1-/=?<#T9F1N<4/#'TVO%3FMI?2>?&U M4<*O5%%-
%Y#*S9=*T1[BXY"6J5F);7-^2PMV4?%PL-PVCfY_;*R5]&G"O&6%) M."U+Z7B%5#@;E(,R21D(H3N$T.ER.EN^9*A >]TW"SK>9@%^ M[MK"M->E,UD+NVM
>/MS>X?Z&VONUIAVI?.CZGE\H:ZO1ES!?A$ML*0?=5 M*(VX>*TZDS90#522M!K.^@9G_Z2OX[TL&6=O W2=VP"N\09MHW,2Z0
M,+1%.^F%,>H0V5*>!>_14AUMC@!B<^P1_*TEK[GBCL(UK*PN03!<;ZWE-RMBHB'<)35*AH:?K@2)AI O*HSH/&_? M &C1R!5;)H)_6*]DG -
;D06KJT7^IO6..0H0B#M$B@<*!L"HJP@ "S*"G%,M,AN1W*AEST!EYWW%/>.V:;*I9]=LR[_!C JK=^^P/+U5!;0.XM0K[^DXF?LR&!PV-MJC$@/GE7'W-@3K7TL1C%/@9J/ZIA1-
_IESV'U/0 ;P\!?<,R.0R(.4%D\!"7 M\X*>"FH9>/KBYG?=96Z>P#S*$0(TRR(HQB#DJ<()&%:IEG$"$*VS>TFN:;O M=UZS;DNG=5_O1$+S96\$R= M(VH&AO5>\:PL'27-&/9#
<8;5XP))S)2B(^+LD/,,XU9!7OUO)@OP.L%\/[CK MU*_-.[NN'!GJ-U4A*:,D)6=U619B=,TA8"1E-+(0[%!0C$%/(I(DD(4I9EV-MB-=9*IX50](-6L+!CK)^A-
1Y<(9UQIG(9AIT4E]+P+#S8NN'B#D1WRY8S&S2-MC0+'1J4:""$[_^YDP62C[/?#RL8?MO-5;P1$K*H8[27*[HO*SM,H9 7B.4@) M*0"DLEIU4C
0ER&/2(IY(CURT8;)>;8 ,^)M*OLL0#0*]FGM(P#]>;ON8#&S M47M$?B:S[VF[\X/U9'3D%(\0F]1#UA^T%W6?,NB[Z608[U%B]?F$ZN>/V]8 M[;H+I[SFGU9\+3X5;>8-
DBX,AO2LXATGP9:5@&ZB+&71<:,"B_;\S(PS-4S M&_?D/>%F9@.<0V;6WM$< +L>C@9TIFO4:"\BVZ.%J]?&BGZ?E.O5JRNK\@_M-XNZJ0+Z,KGWK[9-=AQQ$J9% E"19\)KH G
$4U!F,9EQHLLA%BK#] M [ZO M,'NABEN&@CY'*DBQ]X-+6YAKP]G;_@$T\SRN,?Q@B!.,,S"<1V[]DG^EL$TS M<,[':OJ.8V>NO@H2U[Q-0MTFR.6X2#DK
UE;@R0H!P00'+.1(@J4ERI)9=.X*%G*2Z3TLP6O!30PS'>6$?]TP*]fQ>KNUVK)L[F7&:YH]3S/TAS&+*< XZ0$,.EC4)*B!M'!"3W$/A>}

{K/;Z,"@¥S8Z M^$;J4[UD4+V^WXC[_=96OZ^W';?;?^:-XHP1BY>/Y, ^;QTJW M*\[TN1,,;%5->RY4GV1HMPKU>F\,6/K4B#1.6D^C0 MJ-O-5AE6S6[&Q&;K=;-5PW&KF_4S;#.+CX^K!M52C93,-ZJ?4FR80C46,4RC MD(0@B$(!($D"@-,T "**(A0G*6*IT1CR 5]3YQ;WE.O=+#NF[?WP.:_$O_^/ M(/'_-S8\0!Y2GV!BT8E23#./[_HX(>LR[S@JF!/$8S^EF3./HR)?IA[';W$& M6%\V57%+$;0\H30#A&32ML/(!S0B&,0D2#,2,\0#HF!?E(3FW87./GUX/[M-><G9L!OAS4RAS4^Y9:A_'I9T,%GU'Z4+4AS<\$UH C/[_C6MRI=5AE6+5Z%@V$ MZ3WYZPNIZK!!>H[UJ9YAC):<MZ3WYZPNIZK!!>H[UJ9YAC);HS'$A 2?6&8082U(CF[^& MF:FW_T?{57OF=HB^DCU/\>>=,FB+967Q)C33P3/IUS#%,Z';2,'\7*C),,"6 M!2NOA+QEK{1^,*XKGFE^5')?\)NBN!?%8^MJ%1J,[GE(Y\T3.ZHXX<55TMI>A))%3"2=&'MM!&!P^#@EF=+G0_<;8CA$&!CL\)AB\TLZ)_ MK9[.NQ+?_<56I3+<92KBF(>]I#!00^>=#C),4 1(+%B8A0&*8]UTP!"169(! MQ2$9(&K"7D7^TK,)004-FY\KL0T7Z?/T1T-3K<\.).8YJVM:ZN]NV#LEY>[0-E'#1P6URK^7D MA/WDU-OLN!CSBU@KLJJ#H[RHQ2P/F^XHY7&(* =1K(X_DC0!*&0Q8)B+D% N M@B@SFI9P'3]3QSPU7-5E);;AD(,K=:fG;Y;4I$48U8\)-5&-2G-UN!(<"4W M\PXA<*.ZB\$#CAYKYOBX6"W?:,15]7+#>;&.D^6OM\5[_N=FF88HIIB& F"_M $PI R3N5]L=FF88HIIB& F"_M $PI R3N5]L=FF88HIIB& F"_M $PI R3N5]L

*M^&}S8FM6NI?\S\6LNB)_"=-Y%$9-[+HEG!4C'""^66&A;+_M#2K6Z^4TGJ]K(^6/B^V-KDFA#4XD'\ D7KL_<@5.4!-ADI9"))""E.);_89(-I M2_3K#_9#}J+N#:\D=G%XM5*P]<3)'2,)86JA<0I-E RIDO.CLI!U@NLQ#Y(S=`M/?3YG)%6.GEQHQMO!??@'#X\|\ZFQ$LQ"3*W'A3M!Q"R"Y"5-MBNB5Y4+|\UYS|>)"&]Y{|>(BX.\#-CG%D);N8H$18=49S+7<($%T,98KI0*S//A8-+K-MY,=&,#E&R!W-Y,K*;KVX&FTNYC7BV%K;R$O6SD(NG@2DL@5OG8$H#$-;F%;Q M==#_*$&=W$$T]%U.%G/L'&+K#P\6ZRLA=T2E")LS.F'OIM7>K+4,X#.C2[=5_E_83C30V1/"]ME7.14,,A0*$(Y)]VH@6Z0]/-<,$X)&Q+B^D+?/2)&SF _7;$/]T{_0LH=P&1'%^X+11#1RHE9@.4RU16DP M'7_I",4(L M,C1OP?@@,2,GKS>'31NI=P"?5SE/JQK"[%V8YE_FK\.7Z3K,+M>`M<(A;>&F M)%H+Q=);,-H#(\-LT?,4;&@,H4<)&O=NHSV,VDF_RBJQS7)_-E5<<%%\5C MTK4LA&&]9,QU%F] 3YK'2"SD%&)K,[2;DG%[G;4'3P-Y=X":5RF=GYW/ZIW. M0U?*%XQY(26/B@''38$\Q9">UT1UA]X(QQR6YL9H7^+&;8PV@&$;1"L=P&W' M:&25;-T&YCX5G=S:-PS?CQ-P!Q"YFR[S MRXY{Y?>+V>SGQ?+WL,R3B&BMTP8DWL7N?6OM1C](P^ M&6BX(:PR,NT0K1R-L'^:,5#Y;2\|MUHXWPKJPES":R^T:1G0^QICVM1V[UI-YG MCM%877)K!^L^%:-/@7DV3)VH@6Z0]/ <,$X)&Q+B^D+?/2)&SF 7,$/]T{_0LH=P&1'%^X+11#1RHE9@.4RU16DP M'7_I",4(L M,C1OP?@@,2,GKS>'31NI=P"?5SE/JQK"[%V8YE_FK\.7Z3K,+M>`M<(A;>&F M)%H+Q=);,-H#(\-LT?,4;&@,H4<)&O=NHSV,VDF_RBJQS7)_-E5<<%%\5C MTK4LA&&]9,QU%F] 3YK'2"SD%&)K,[2;DG%[G;4'3P-Y=X":5RF=GYW/ZIW. M0U?*%XQY(26/B@''38$\Q9">UT1UA]X(QQR6YL9H7^+&;8PV@&$;1"L=P&W' M:&25;-T&YCX5G=S:-PS?CQ-P!Q"YFR[S MRXY{Y?>+V>SGQ?+WL,R3B&BMTP8DWL7N?6OM1C](P^ M&6BX(:PR,NT0K1R-L'^:,5#Y;2\|MUHXWPKJPES":R^T:1G0^QICVM1V[UI-YG MCM%877)K!^L^%:-/@7DV3)VH@6Z0]/ <,$X)&Q+B^D+?/2)&SF-F>W E8Z;V1R MP:G6GM5I(_B&G!OS;+AJHX]36X.^:XRRUXOY5Q(5Z>OBCG++T_;]#X^J1,+ M!6H//B%QH[D&+P4'G71.6{J/K/TPJR>(&GWTS#/ND"WU??9X3380;:?6[&62>A"-*@|'*J:T>% 21.)3",FHALFL^ MJ?M@(D?O"S\V0AOIKU^ ;J?@>URME}.T2>JO>8Q5G)LZ#A)MP>GZO+HN1EN# MM%- L!A E4#1%F>6HJVZ)%,J1./GM*G[$#UZ_]NQ 3R0?CL]*O|'^>K];;^ MY:/B@6%5N\+#?JG6_M0)RY_QEDFR7 _]7JV^=$D99L#BCKR*5<6,X>H*&J- M[@AE'7&?IN17WJMB. ^'UHS<%'ARKSZ6;\2.YISC=NEF/L*N,+BB+ H,U%;$4 M#.C$**<:+Q&&P#+S,&;S-NC9%EZ*TSU+;F[5]-MMY<&^HDLOH\F 2)BWI]O7$6)T595!GG9'L M_KY!T{fG[P>@%WT?U4R\'>RIMQN5^ER+=PGA!96I>04>?/8(10D7)$^^Y_%' M./$_Q%7\|8+O #6G|HR3.G]}#,E^VDB[?&TQ'E,"**T)QD7B;1 1U@.W"'.1_ MB#N@YU1N!UA^-"/4Z1!)5H)$Z&K^ G311G >IYSCC8YUKH;UNEYNG^(IY=F M:CDQO?+-O.UP[\U!HLYH.U1D8HD'B^_3J15=M)M$R7UC2@,I'=?*_ M0W2FUA-DFX+GRN;V9Q+/TI.@U|S/?+)=#F5EM$>D-% "9K,\|9+'Q>'2I.+I$3D$6P)-.;1#@)/'HP25]!CH:C6IFX/{L8M-M^WMF%(\.A X6PW6JS\W\QPG3++#!F;"'S3%P4J2A$CQD,BTK'@D*PYC6H.RD9 MUZR.CY"[0?#IZNH =#]A]>6G&|K\QEN]#G/K\ {]P>0_MCQ%O566)8)FKO90 M#@5'%;3AVZ*1>QV-,)U9M0]=XUK(@=#97)4=P',CNU!"^?-B^=/B/*[+ ^>Q5 M2HMSDOK$H@^NR A)"E_/&E)MRD*,>0XIANB-;MYP]C%ZQ]VG[@Z.S537 0Q_MNGCM5I8?P{1)U"OMI:=/(SWBWQ;!^MOIE_A4O M%#"1F3$1BX'$ZN!S2Q)T&,GLDY.<8[!,MV^7>A2EXY96=X?99U#W^-E]M_(T M=DCR\A3XZF\X(450E>D+"11^>/@DK>0159110RA>4.5O8D;M{:Z.P0/H]0. M+/']&]DK+B|*:;_D%V2A780!U(K5T"|C(,)+GC|.NFP;K-R44?%CF$M3B1'!!"[L)2NRDTJT[F:Q#UV] M]7-L@XDGH7>B@OK9VN^S1F|+ES#-EP'AA3M._LQFPWBU6B'Y,2]\XHI-X+TK-MY)QI54\F JUF1JM!MIH$.C@:|IZ&TMJZ0SX3/YDKL&;&O%_.-#&N-]VO:M&A[MVK(X$0QEG?T#6=46,4B.-_&:P3B'M$S1Q.;]WP|\@K[?^DL^$S3;JZAF0=USK MB]5&:TTS%' LB4YY7Z>|2]6RV"<54]$UK?N^U'66\/)9X+AR4K]&8&7_LF[M\'WCG&!D7 =I0?H@ZO/"<$E"5%';8+A&7GKN/O)HGIK)_G.KN.OJNDU6%F> M$@W3$*>S,;QWX6=<'^Q>_VQ"BRI[(^O5/Z]MJ@N@8FsPG-D5H<0!+]:.U; M>VLK^7Q(`4JQ70+YESD|'5?KBY7Y&WDDUH? 633 L]2U:.8&'RG&"|5OMMH8 M$UI79>U#5\[M(I\)D"4CY+86XO&$8.8X]36)2IO7\E>,Y:E9+'6/Q(W&91!!%>D)9M%&B2 MC[.UT/.]B>NM >-SQ3$-5-4!:O?/IYI4V816, [%&>(L.D'.LE20;3 60\[% MMS[5V9^Z<0]UGK^V@@BE'0_':.VS(>&XOX'4[EN.? ASUU!UDI='<C'B^ZFM3MT^L_SZ1*)5UIFZ^~UOJZ: M-K-::OQENR|]S9CBYZ^({ MC=I+Z.7F\Q^"/YZOI"%<)>MS=* R>3R*)<";3+6U)LG9[3 M$DOKDY1#Z.NRGNS9D-E*JH3]7.V95U_#=%9/HBIO888?,)TO-Y+[^2,9 M=),O&XUN+U[G,1QK_[&-GD-U3<^2&NK2))D M0LRKGTG4?PWK^V8W48SGFT'0KTME,EK5N*81*29;.0!YZ\E21B\D9B" C1 M,FZ*2)R)?;9HM*!EW!O"9X+G*(KK(^#97[P3YHKE)%FP!BTHG11$HQ/P[$2D M51HMMJ[;V9^Z<2\'G]F&#]2T?@\}?I[.PSSM%F3*)9I4C_55]K-Q%;G%+ =@_MM-"L$R+)U/HP_'JQ_4UG_O IY6Z.K"/~_SFZ^[/),,K;I43GTR=%&_!L)) M!1G ^21 %|V$8"J+-@]XFN'BX> "FA9+&=R.O&+OAD>R>)TIL"FO7YPKAIYWWO3?I*H+H|P!I>-4Q5U@/> XVP#YL7'\&TSMVLQ MJ[UX}Y^-[NZ6,YBD0A1&5%@0HLWW-U? 6P00|S/F<=6E\(DMKET<_0UO'017: MLW-E5(^L;G[CQF]N^T;?3V!*L_.Z&[SY1L[S_!.^)Z/IA0D M) <0@!:*.8'/M:AT< U6->Z_%XW YVK-\[.@]18MA)@/,EWB[_!3F%XV;-MPCS_A*NTG&Y.4!;E.AGF-B!|39;8Z['-9DH ME@NW-\RN1UU<(YE"L8B!_%T7:P<"$.L'C*'HC27R8'GD@2)DC:4.M'6Q"PUYS:+V#KWN#4/X]X, M/#^>[_7C&A,3S8XZ!C#4/X;5=+4H-V7P;CDE 9 QKE-S;LJ*;.,"'\[.SL/R^ M*!^FG^;3,DTUTW9;&2@<K M2R;YIR3H(WC\(^P]AZR'@?>:83#5]YTJQ_B.]S>9QVQM^Q^3K.]80\|R&|GV M-V$Y)XU?O>0*GD6@XD9Q0 I004E1('KF(+/DE#&.)?6'NI#M)OJ@>\|^]QK6 MQ=9EJ-8"9E[(M`GW3MDNZCDT)&D5M?1#|(S+@VK0D.[IJI-H+OV9YL,M-7 MTTT>QQ%FY-;?-[,>#Q/5R&A 5KZ5WC$-*F0(\GFD3=4,"2+2S M:ENLDZU-ZGZ4C6MZ!D3378,T@*)ZMD[O\2O.S_&7>5DLS[;I3(?;]'T/;6:I MGB*PD;VZ>$U-+=G9S/(JT]ZYQ!2SD$RH^?7:6UUG/'K0F|UPAHBJM[Z_W).U4 M"_7$:ZZASX-@T21:6*RVI+3>0E1<@:)%>RD<+\V#QOWI[=*#8&AN'>JB2'^\^W@DL--U,[*-#-23O/9R8$]"#<+:?PNS<[S>DZZU"YCGW"-MH40LM7$:0D!RF[5/M5R,<[2MT\4>H^=4@[3KV3]3-)\;,K"1M5B6*I+(4-NC6$MO:D;:=$D!5020G0,,!:9/"[B(+6^U3Z2U"M4"LD[9C- M-;C>>C90F\X.AUNEZX80+4S1?2(;V9_ZX!M7#E=AO)&Y9M5!LD*!D MQI")"=6IN9YD;LL7V4ZLYG7J-3!EPLUHYYLN8,EH3@N56 T1=6BB6'O?\/. MZ9VDC&LU&NC_ O#3TT7>LT&HY:C3S2RO,,\U$IS./^'\R#2(1QI[6S'CL2W C MDW+]NKH7W7K?#]0Y;35/48/52$CCSD(@F(#&DJ.527LG&B_$@P@\,<]WGY== M+QU1F&96%"R %}\'H:M,*V'DQV&(?CF]OAL'4OM7K%:KS;DQ@IZ M>UFF>WU'6P*+A2LP2:CU M$B59N&@3]X\:@FN36N@F*YM5V7K M?H^ (VS7[@>ULUU[$-J'[=(L)U;(\8\Y;]J94Q"20@"MK=_$115\ZZ9.X]JN MO=_^X\VW7Z\E!YGW2I*8,#H*G!A]YC.'*6UDW":C4^M+RA-)?M'6\!!\WHM3 MGU'5/9O-,2[CQ_#MJ #VYE\W.Y /DM3(*EX]?T?0H!4GV* PUCMM(<28]&M M-C 3G+-!L#S D*]'R&DPC.,NHZ\1K+P-,3H$%@Vf.*+5&8$;PW(01<3F%PR/ MT3/Z].LFF-@Q8Z;-!GJV(1_.XPK_\YP>]^;KD6D"]Q1SMUZE+A&)N7N2ZZP MDSTZZQRYTX;Q.J]%0!!.@N=",&.E\]9U6\&;#G5F-QJHHVI"3KMX&#IZ@$ MC2#^E (9E>1H3%*N]7W!@\2,.T::X."N#6DC^)X-R"#U=KV5)[Z0.L474*Z8 M+^ MLECDWZ>S&8GNEYHD\6E:$]UJB=/J[M<7#%*0;HVNJRFY $KQ -$FA#I\4S*& MH7T5_\%$CML.<7Q\#JO5OF%[^:,+QIP.)KB@@$?)0.5H(6.X#G=HQ-%=1=]J8]3SYLYA!B[=.,"J?MH7C(3@9KA?6F M>2; @\2,VYEP?/BUT5('<+LJE_GK)LD!KUFZRYC@/GLL]3NTV3F52V=,0B. M.8VH(RO^HYV;^+V@J/\X)Q&"UV ,\/^*6RA[Z_+)8/|_XY"L+]I3-DZHP1 MK01X0;X(CRYD(4ORKK5EW(NPO6#I_KBP;*^]#W!B!)HDQ8"YDW60_3U=]?$PW3 M=?ULDFOW[\ Y\,1RG3>7RLW^N#ALKKP. /D;_G{C.'ZYF-.G;2NSW58^"E&"4PD\<0I* M$&M!RP!6,ANEEJZ&]J-A#J-Q/Z#^@>]9!E5JS_?H.WL3?MP4!A]Q"_[8TX9M MI[B+Y^&;*C)C8S#<06V ;D!&^1@_69^U^K%]5+::KX(7W&?#ZKUT!WWE!O M(-./W10E,>UDHYC=P'&X KK8*M|F,F?IK/S=1WNM9--H7ST01*;S%%2.N[-\S,CLYW2>MY1;_;K/'HCW?&001J*K#M\M@(LLALL086 M-M2F1@&'+5UV@--C]-:-ZVHM?KXCVFQ2?R=S'_DDF-TS+%[5M7F]<2EHF_M&]U2Z&?G9Y@WNKIYGEGG514&3$D!2OI82UD,I,)8EMG%Z)L? ;5EX44U*CT$ MGP^;Q.=7?5?,.(5O9(M^G7[%>W>75_ROWH7E^FW9H9X;'1.MB$]K)*"/E!1 M4_3E8Y6'P.!<0<6'V^;,3'NUC*^L=0?T?X7SPF@)-/U[6"Z*S>%VQ/0B[Z MR-U9^]D%+@0M>Y>"K(TC.,0H-?.@2QVY:41L7A[2D/YQD^!&0/VS*[UGW_A^ MA^BC/>0"S5@.^L!O>5]&QG7GQFL*',%.-(-H8@W4@G<$A)BQ=6;6,S6U M_FFZ"I\^+?'3Q5'OQ6OOK(2DT-F< HCB-WEWM"0%1.;*>(W!FRQUZT3*O0A[M&>VL#T/CO+WQOKIV5+M:A-]M*UZY&&#]K4>T%X|VL68]B>4QF;@+M16GBC! MR=K*BM9.,>2E!;#X8;L,GW#@;U\RX73>BM6N\A RF_G%.6=+Y?3^;=-^\"TPJO53BERBH%]S+,X%SKZ\"F#'3;4]G-N40]H|WN)>=A]M= GNIT_?VGL+YK\H51H?@B00A7FQTP6P|N_T0T MTI$)C*)Y:]13Z!TW!AX.O\^FP@[@6CO&?JC+,WM&|C5.9Y6?GQ?+#X$V^/D2 MPZR>L6TNB!?;H.Y*\'=89RDY:5T"/],YT@1.NEG8]9Z@A" .ZH(\UL*<=-[)D)&CZ!Q2+-="1%K20 M) O.M&Y>[S_@*(1KW^1^*_T[:_"V*2"A80B@([FMGND]2>E)!{fKUHS?C^ MU/4[\. 0O#SL.3;5JL^V:'=#RJ--TJ,/&IB+YH &ZL1>A<)*QAQM7#+F5),P M*\=201?VO;2,RZ_3K-=%%80#=3EO>IH?$X7 M6TIO^ #!9Q.X@%Z\]Y64^<8.0+%Y)+0!S-D0E!;9EYT_\U#,/U(8M&(\.@@ M_+D6Q#:O_LLFE>?]8C8C!_GWL+R;+A""#K*$ K*4",H% =%'R0/ZO{UQ;7H?(Z'"%Uj.H6M#7&MS> X15].6=)_ZW*!3LEWW!'2L$* M,;QZVWM.<=7GF">* Z_#C!OW_|%[H8JCY84(RDA?NW)D"C^]L$)@1U^'1IG=':,RP9EYFRJ7GN01==5.[XZ3]^WY:N5(,P.5,%F'6=$*_(#I ; M3@8("R"3,>EL*9IJ?4KS"#E_A'ZIAZ#LB7CJ;UU#O>&"UX^K(^X(M{^BIIXR\#D9B#R'DA_JYYL?MYNPBI#<@G:+KNYO?R8+O #V7X^_I^,+IUVJI+_C@M)ZB+@&BP\N9.IJB+J.L M1*^,9]YUYO=#M(QI7#THAIJ(OP,8I;#8'^E/-\;:R%(/-358K.5CJ",9:Y{) M*T@D,:.+4L-O;U?DC NF9_29CI}_CU"JC%PL-5?3(V,FD[HIYNY;*0F1< TNA M:!Y1F@&FD3{(3F|IVY$]?PI*1\|_RC|!>O4Z2^?I^D>4Q=FUA2I6#$)2FVZ MH5A@X%PLD'.T.EB;:-DU!M231'4&JV/5?[>/=E-== "NRV[OA]AAWIKL?8 2 M"YGS;!,$R1GH(GE4DUVK:MRGB"I,S^]$;\:ZF%$6*V6Z\G5Z=SU8@FSC4%W-MB2O"OP/DFZQJYB!2,$'QKT//24PY{}5116^Y 23ZZAI$CQ(P[EU[:Z^IG:S' M!LRV[_%-%BY65!Q.],B4&DLP.LD0:CD'&9;=AJ9'2K8#4/P89F%>LSH1U]>I'!NEHM0&67Q%YQ/C//2Q.Z0"LI!!= M%,XT'Z+T$!SOJ=IXWEKC_&]M ..U?%^QP8Q8/<_M@,K1TAY)R+4!=4[&!!01HB/G2]F0E0S1E]!^ MTN5#U(S<_*Y)MO>_T!&B[P!$#YZ$!IV$-81#2))66(E(40*2;8Z^UGBG+&+K M3H4G'40_*X",T?6^1]"""'YD/_BOX3\6R\M<+595=XZ*BBM7A'Q,@_IM=G2&_GE\9/ M;#IW*P\F^\VF'"#J((%+-YZIIF[@XU[N94['SR>SALI:M%*:AWX\)?]"6\V M(ZQK@4>%?O ,5F5?)SD*B@2SK6&<1^X].MXZ7?P!4L8=?SA8X-_[!W"9]M7 M!?)<6X;@K*A=..H@N+\E0\B@E3&HU>RD*"> 4BWB.JC#?1}M|#3L?K8>2M MZ,B7-9ZM)EB.G LUR\%XT846B?-.X]W M$3+N\-/!4F=.EGD'P+D<13U1*6=B/T&2M;-*C!Q\$!:T-^2)81&N^??2SRW>/ MG++PNAH?F/Q]D$PIP,)OY]7TU2X,%]-0-]7 DUAT*9E3;*=+JET7*,#SM%#(-M\2_*(J[@FL_%VTG)R&D(S7'20-X=H.;M^G/-H3BC]W_&^>JJ,/.Z^JO_7,PR M&W1N>W]\ANNWY6/X-C$BZF*\@+AI Y>5 M@Y!= NM4)))>/96E;XVXH7L;-@FB/W"YTWC'V*\MWNR@>"^|'+(MEK5]^Z/IY M<:63_^\HC%HE80**B=A<'A<.#FRRH.364&.N29UIQ)"ZP9QPW$S[C7L\^'_MF7>P0IXMUPDQ+RJ++>TKMV_+P_S7;J$3GEC!>DMIBJQ%#]'79$T)DI%+)'%6 MKGEVXZ$TCGL1TQZM@^JH PS>2^"D3:5^(WQ"/LF""\X#!Z:MHT#>)_#(\' 5 M.,5X@BO6NNOU8_2,>R[:'EO-9-]S[XV=DXRO!P?MG.QZ?&N-4]XV[/#F8U@> M>KAS9*[(82P0FE0-F1Q$Z0/4>5"9LO+EW?NVD]?W4,.==PKU>M:KTYZ[]""& MFH3*E0'O4@+.O(N!B"1G>6!&;Q'4Z;#F0_!PUYBU4T`\N^*M%3Q),87WW%)6W7EZ=1&P&MWIZO5^LPSQ=S4Q+YA#XQ%A:0(G)6X3@*2X14:#* MQ1C$UG;V(+]FM#=#F#=;:D#&[53;!-AD);/TL1$J.46V8 +V8*1A07C2W"J M=1,%3D+&;4;#E*G2[V1]1K?5;\8=?]LSOJ=]XWEKC_&]M ..U?%^QP8Q8/<_M@,K1TAY)R+4!=4[&!![*"W78+\1ZQ6I.(OHB/ C):B)T%A"'R,!-THYC*3:T M+H1Y@]2^W+"C,/&4-3M%"1ULB3>,G>YFK,X*,SM;S&ID,Y=ANO"?>_M/O/.\5]H7(+72>KF-V5'D-D7]DZ"R<,-.@?160>P?+5I0M'T+""AYJEUU(P2NK,1*J>?>++6P3ITK]P('7?+;0Y6O8= .>!H1_+99A_VC84 M_?'[]>]#W+9V,\)'])@D&(A1KRCG:6.KHD^ M!8Q?H.+GK.S91VM'H^XK++N&B$OUV#/-Y_^-L%.YH5+P3) MQ[@Z.];Q (XG#9S6MA'&2;9:-VUXE"!'1>GUAL-VRNO-ZP)(T)3,'B=?] M79I8B,D7$+2UG\W0B-*Z_]X,.D9N1M0;ZPP55+I8V^V _W]5VZ"$1Y6\)\1 M'1G'/40,2+$=DH\3I%2Y=1. IVCJI9'H|P0O3374 >)NG;1>Y5%]7&R%MEE* MGQ,A-#:GV!?S2Q79[5'(F9QVYL M!U/@BT++J]@*(,2U4(O:A-/;5BM#4> ZJ MKA<$Q^U:2T%%&W+-;U4<5*RS.(U+H#F/O""74;;>T=OGQ QF+X?%RDEI.HYGAF;$R\F(=B2:E%\T'"=9J ETNX3="*B]0GDB22/;T+'`M1^Y RNT R^3,+#>G'6%VX<)L>'RU?B^C\'6A.G+&D0-M25"A\:_,.N;4/D3CNR>GXIKB1\H['YH)6SY GIL"Q;EH;I28-M>[EQ!7;)QS>^^Y MP^;6/L[&T#FT"2E0$5Y"\G7B36018@P!L/@ZUMPSWKRQTU YM-?W$;_FZVFN M"X"D>EV0 .9;FIV3*&OQC$/=P>N2SJWCD%L(?I^O*]B^T8WR=YO.+<2(91L/5OT_7G]_C M;"-MU>?IEX^+-R3@|?>++ `%+&?>,"A951]%>H@A9HB%IY*1H]5[\50>BKC' MR1JOI7$# #P&IX;.&!EHKS]/L;SY1@NT+M2W14P3+B]211S7P>M,NT$0]$%0 MS!-S=,<6AXS9R'N=1/S!*@>(:$C +54^:*[_#LX%+F=;JR9%XY'7Q.J#2A6 M9QTY1&#&F*!9T-*WSN ^O(+@&9)P1ML'3U=+!Y@:)*6NT!X0N#0@G25I>AW MN^R \XPE, KK?>M6"7 TXH*@&]#>*6!)MD 9J9 M N%]=9Z&XS!77/H,.'4%%;R!8 M;B%+P8I5@2O1^A*O%>\I5+0=WW<8 PPO?%\;D#TV8N+4'29G08N;]=/HP30 MKGHB55X30@?V;$8!7-M@7\$ #I _9,;ZT/|ZF\D@TUMW9Q_/*>0 M^)>8MK (3)2#\ID9) 616F=I#0L M1^,&F%VLDXX@TW-_T1OC;%8-ID@%*?S+9+F^=5]-MA>N;\X N;ZR4K9T\DH3@ZVDNUQF"X1R*\HFAXMRHUE'1812VNSG=,1.)@IP; M7VU=/64=1ZXY6(8.%'+:,XS*D$T6T:0H71]N3((2@(P0?#DA0N/L?\S9!*S, ",5@:.#L,KN.[_WA8U-/$AACXQ-/$1Z'5B4,5[? M!]+$)AKY=7$QDF5S9Y%!B%I8Q>>HG,G+7B?"W"7)4O)H8^M$V(?:>7^\IG MV*V*U:.*;5??%TL.B1)"$FB*2E09!U*@>C(S*,+GDD4%%BWWJT>)6A<([5,[?O! MZ0@=== "H]Z03(N-SA24_X5><+;Y4GMY\]VAUJ.=N'&O=BT R\1A!>[^2SBEC;EW\O!=A^Z4PP&MO58Z@-H.=^+ZY#G3 MLBB!G$EMKP2P.OCB(Q;O6K=Z>(R>7[Y]QSDP.$XM?4+L>D;9V_)O MBSIY]Y.%^3;K+65\4HS@.CE:T:7Z$M9114>&'>V>9MW@^A;]R-=W @-E=1!_"!N')=?5Q<+*!+9G'UEV4=:*5-3)LV M0<+)0H&71@@A%3UR1RI'%&TAMQ3-(V!#0\&LZ;JZ :;!RR;7Z;_1R MG_KMR9*2R&+-+4K56TXD3PX0<$33Y8\&1E,JW3 T^C<>-RJ!IZLWZEI[_"T MK\X6R_7T'Q1=A/FG*3G3FRO@U<30HG/<432E#+G4%-;#"YAKUI9sG0U3 MS6=7/T[1N).]!P-=0S5T *K=2ZBZKR3C6XOI<@5]GU#T;H+ED8R]HC^)@*LPO^GIOEIM_O#&$!OD MI0Y&UB#YO\|CQ"RB%WAM)9$!"NRJ@529&V#5\"PV.B3+3C8+42G>+1D8UH?C3^A\XC/@1A)^<1'Z*\CIR'N_F+20DGE2,' M.Q$'RAH!T>I(_K;*0O@A1DJ0'K9><0'Z7_//.)#E-$IFZG0]*6[+1'"REP M6I$N8]5!|]XQ$R*3.78?&K0\"TC/DC\U'<1'Z*L;/].YFPR 23.C*PQ=L: MI'$RZ]% X2Y)%=$'_P?,(SY{88.B\3XMRG5PEK*\,=*FKCF9725X!*\5 ML993IGW>(LNM6U*>G,;23R9QX_WJ.+5T!+$;/N5[3(M^A^D_,%^&5^JD/PR M(>+5G4!K=?Y&T7Q8U7S%6EO[-MW MJ+JL83C]SE(>B;RG3VO&@L$?;%'EDQ;D'2P@[HI-B9K5J?%.5]+ M+\&14$*S.$ 4R%G+2[0>E'H2[<3)Z3L'=4:(==9:XS4NI%]MELSHN+NU]YE(9 MC>"RR>3'9820BX>2$X4,02F#;)]X:!CR.L[>.0:"O2AR()BV\H0AN_\HO\|I' M9SK_=+7(N7 B950@7)V[F5R$F)P&Q57,.@<3F'AF?#]!\.S)?IG#SF7Z=? M[]_$_? CJK^$_%LO7LT.IRRO&]$1A6+!0=.VN+Q@9X)0TA)B43I(Y7EIW5SN MO!>6A7/*;C:4TOK&X55C\!8(>2F%B99!CD+?HQ.+/O(]2RT%2VBE:)YU?""") MXQJ^P."R/R1/UEL'L+OH1%>/2-/G^6*V^/3]29UOJ[IR^D'J5+<++1]&04L1. M1.E!1Y<4?49Q4.LRNR=(ZA9V[\-A,9QN.H#:QV7(>!:6?U]1Y+WYHLKIDAG/ M7+"Z5NJ[7"M5-Q. I8029%!91EN:9Q4^2M*XN^YSPJR=7CH V2."N[X'R,JR MC((!UXI<%%=;6$=.'K*UR1ATPC=OF. /72^L;^] CMYQ:NH&>K-=/%V>L_,) M54X9Z^M*K44P;),N;C:?5(I&P$VX-5=,!W"X)?T1X M_X[57<#\ZBLNPR>\OM29:)\S. <0!"B\6%)<% I)53X+Y{TAT]V[#.)'!-[M&;:>!Y[.I\N5U6GA$)#^?U\%N-QM .7?0W_O-;^{fMVXES??Y+YC!OKQ.A*S% MK0A94DAE=_BI FN)3O^,JKNG&EK85MfY*7)0M(&&4XT\LDHIJ)(B92>+E*.M[#,"X@/@<_]3=A 5-V!Z[,?R9SA;SOZ*XZOXVW0R_S$[US(%SSU5E*?FUAH M^:GP,7 *SBJ6I'A:|ZL'Q6U4.S6'Y:,4>W(PSAOU[*_I.:<^V%SM&' .)NL M;D(T MS>P+7$SC#U@H]%FPEMHU2],= >HL;3Q"J +Y[+IL-*<(H\-GDDLU4H MEY$AKYU@(7!&4^G1M@>2VD9=59MXW5N5)XG8#]-%=^XXYMPYBZ2$S2(9XA;E9)E*,4,'7*"\?IKJC#D22T47XT(!!?4D5M'YRY8"0G;;$H%:+2 M@9$MX(>E'8-Q)$Q8B8DM77V_G:(V"G[]'H3[*]:E2IYO\2I.%O'C)-V6?MS'-M&U=_]GW>17LY.SS0NO\WB@52CV2O4*!TI:4(.?#]>S>.V8N+ M+A?MCO0(\CQ4WJWR#1P/S""_"T#P\'_H9@A0RE.SF(9B_=4VD9/W:#@D'@J MKHV*R)IU_.OW30L_/Q+!SUV5R,?ESFAEMJHG";(0^'14>#G !OF@(K-L64 M$NV5;P8?>(D^-4]BC9]N^Y)5$ZKTX(B;@,B.0-NQ<%LE5D7F-4LS^$E46!P M'@A#&LY.Q(.(..7\,MRKIWL_G#PGH Y8RNCT.4",%' #5]0G(/U^AG+B6F@G M V(XB\,D <3GU(]@O;&B*>%*9ZT^(]_Z.HY5Z+24=!N QDH.*^)U"C8R<-(% M!_^2]ZB1\T$B#QO(6CA*O2D^^N A 77LD^&@<;AT&X#&ADOWTUWZF5&HT5 M'*0JEZ@$C2RH%UD0F0KPGR3%ZRQVT%37P"UNJ=RBB@:@M<,3>/_WJAM9#E3! M_X4S^_>Y#7!7.Q&0==HB'K5!6L..S.6@F&#+3?'BL@/(-),/A GTY=56LN) MGL\#<)]MEX?771V1N=ECT0$CB-L9>.&0(?8!LR@-BCH/%K?+.1N,(T&2(2E% M2XM7MPP<,KS|S+]U[^9]KFBX,\IUSKRC+H$@.':Y\AW#WA0<;_03$L7>.R)+ M9^KL1^%IA"3WP=/3)\/7#PF9D L9G@-M',>>P;'] NBJ!>5CBQ\G7-M+EZ-IHO9:O1K#%Y%+BB*@2[!?@ADE(=3#&#RB4IOG3F;\4UTU:K(72 37; MLB'X830!ED=V_'$"@EWDL<4/2EM6^1PW V5_GW31CO.O?K6CR7(FZ#2;QO^3 MNU:\AQN/ Q%2S.!\"4$5,E(_3]]B;+ZD\%UT\]7,F/GU]^@7W4WOT]M=%)CG MSLKLSP0&1|(FR"4=Y:XVRZFG!9+@9 MT93_Y\&8IN6CC:%$Q" .[;N9FLI1G=**?WJ]ME]%" WCZ!ONP&^7,RO4\K?_=57A>*2$#I@P1%5T.[WMD$G?("0FU2KG#=>EN MC3I3#S+,,X0@IL *R9B17EPA.1\V@A^%\-E'N);.[](EG(MDH/"M4WS_]=H1G9?2^)3[P#Q-P"/V;[?X5Y0\)6DW K#*P"E3QQ)(T%%TL:.MA5P@'#DM*1;.6I,\7(]);7#-I4 54 M#8#K]^]GX(W-%MT#\W7%"7-:>/Z4VXCN+0F%#922.-0R. ^4G"]16P%C9&)T>BI/'2E>6]>+LLJH!@/[! -H MIR7,_;:<0W'ILS_G;Y7Y{[!RC,*&LKE#)4\]RP\,!.V9$B!.$&%%W0O BLW M0!L (9M 6%Q=+6'QX^3G8CY;2HS<=DGU.E !6Q5.\82X%A1IV+0H1\H3HR%& MY89"WG-R&L%9>1!L@MN1&FD47/0V#5'ZX+%@2 D%.Y+XA("W@+0" X0H'14H*

M7HRYF9S;?*J@NL0C;0$KE^N'XCM0Q?_O8@3?[T\JK7# LQ../:70T.98\BX M!+_D("@5;%2R> .PW635=1I>T&8KHI>6H+:.H=6N]"1ZJL&3"D;P_+1LD&5> M(:!&+ Q# J*IQ"*A[$W4!*W=Y6@]^5!>3? (S..CN9P9?OZY9@1^0V MG<^3;\Y@R=GZ/UKM42J9D#IR))5TB!OJD36$(BE%BLE*Y]4 XRR*T5^]'_SQ M@'H^Y:*.=AM]MOIY67L,BM? [<_8W5978[%B=!8)9W,T*8 T.?!$<7 Q.'"%B M+)\@NH:0NEBKAXMGB;'"*]D%I,4NSY]&OY8E!2[^G,Y&\UO/7$4A.!@K/ 2+ MN(0?EI-D)&_"6L$2]I5]BRWDU(V5M(.Z0@]KW,'OI;3[.>V B<|38 2$>I]' M??NDQPFS3DN%).RKW)Q8(LW@EUQ11;VV284GZ:9KFPOM_E+=P$AU9 Y@C@8. MMF4AR2_6_RN&9X_% (7"MO>3(X2@1YS@@<) (\BP*K[0'.97V,[:04]?7] Z_ MT@IK 'N_?_]U>A6[R=(.OH@@K#A[-/=IL>XP(@ @YB: #O)4X&,8QY%3VRT MWI&(2S]U]:6M;K?<9E YB"H;@.C[\+BGX85[SC[=5B-*]^?I35Q=EWA @/2]ECA66PW.*G@GNSIAQ5[MO]A9[]OFE=063GGEE$=<@\>O,2;(.ND]_^:$*]VK8%\:6YE#/S0H!]5=L<;/ MA_G)V^^61[RM]N7S[7DN9<+&"8I?LE>Q<].2 M$?NUOJ0(*6F7% HVY M%_EN>VP@:,=DZXMT'H6'SX^29BZ@[/>4&<%=%& Y;I MAF+]^5O;==>CR<62O?-D.,:Y,E\ [HF"W1(:$T#PD9G5M8?3 MIP^W\E!JXTSK>5J_7719'=2<&0@$R1&/WB(C8T0)O$&"L1-&#&TE!B"Q M%*R-Z0-R2,V=6H^W NU^>RTI;/^U%VGYN^;^O.]_I7.O>T(!HL;)?'HEY+CU_M2$=AC+,D"#Y8[=D:>EZB8UJPCH*S#SRR[.I;9P\|E>QE4NB E:]Y@" M, +$@@'!E#)0H@&P*>)[2X@;6) MEOH8.D;'6R%SH, KYZ1^CY/1M%MF0+Y,1(H9OFTN@PTQGN?!$0:.#8)1$FBJ+ ML/"1T.0DHWW>SS:MWQ(0#M7;^.5KR#:+G-A>1)<,)!2Y(\(@' MFQ\(4@27E G,)/BIK'1'I_64U#UTCM?P#&=(.X&0//@Z%R=F5%,ZIF)L'ER M/U'-,=DP"[U')HB1 -"*9UY^92(MJ!RB&:?3:8[1LP-X*1Q<J^RGB6-#6<22%M'H!/.P&GL<@VF)1:3@(D3Q3NK%FP? 5[45R3'7UP#:.0ESO;H%26F#I]8&&8 O M'E5 UOB DHXR&.4](Z4#/Z^O?=Q>'"#F]?=P^ZFH)BVOZ2=E@X,2V&F&6LX^) M%\@Y'I"'V9^A@L!R0R'OP Y? C;2/VPL$>W3XVD>7"!8%=BDX=' M2012=![V)-P0@QEQ]SA:R\H'-#A;Q^]-_JUV>?II'O22HHP;IW1#C$<9-ZA M%##RA")ZXT.!341.Q? FXK2&M$^U(_30 N_T2- @AL6I6H0M0PBKB@-MN8%%!"B:A*UUGO#BB7ZOK,[TF MV.%TU_,3'SQP?K, ^%.(Q)_-Q%'6+ #+*%$ M=>)YK"YL6FPC&JN\)4PH[>H@4A76TG%(5Z5[HW_I8>* N&L!4#DV>K4*3=^?W M.4@E@4PT8M(K<'=@]^FH\B!;C8FW)H58.F2[E!!3*O\\!DW':Z$!*#T=FOCA MZO/H<(%B/^E*HXC[U^7U[;)PKS:Y]YFJ;5+,\SHWBRF9C MQS'M0*!!(2-)0MH%CDT>1.%+G]K[TGA*]9G'X'-0W9U:XW0DC3;O:L MO-I=OYU.E@GP"SO^S<[S;U^7+38I0LJ@!2KEA56HJ&6/$>-^"A,23@),5>Y]3 MB#6RWAD$VPD[%.2UK'0 KS]UPQ;SK33Q4!K$$]^U0]%I)TF MW 3KB]^_1_,?H\F72?PSVNY1'Z)SN-)" MU-(CY7B.& ^N(=!0,V*9$:0],DZ';F>U/=5WP#HNJ R%<2,4G!.HW";X)#) _] MZ*:+BQ\?1E=+WA_W? 3N/WJ<@M$+2Y-SBG-NB0S#(ZR2\U!@6;]^OR@#=8.Y M34*]O.*,1_V#]B[& O$4)"Q%'BU+.$;&N(!H M+%!)GI5V^HJUX!HL%-X35 M]55K&E*8UY>'8>N*=^M$3? -.FN"\@H1(G)S29N0 R B%GV0)EDG?.E^WB_G MIO5)D[D8If[;_.\)H]C'I%)B<+N9#IA$CA7+QO4;: OP4#X.:1+P3[[:>#2 MWC3^S+K$] T2.2L<6-S, (X>)03$P'9Q/0>#2Q:+'S#.LV]]@+Y7WG&>XC_P; M@%'1H1=9:%%C,#@D.']3,TK&G%XS+%6 M2%U- *_G7#*6A*-6:B03!9,E1=A0CGM$:5(L8F89;7K$W&D,/CP.E .HL@&(M[!=SXZ5C42N!X/$/$HQ@56!]$/9!2T*=,X$6OFQYT^]'9>.\:1#E_S..6LELA$,74Y]8RN&NB N96E_^Z/H?>4 M2HCV@E&_*&)YG;:+WY5D)))P[EH-%Q{)QE[CR'+=MSC]AJ-6D[A/_WSSB9'9.VOF&A8IGH?0@ME%S^U5YG6.3'TN57 M[?@>?CY&DV+@'"%OJ$" T,HE%) ,U43$GO2N>I;,.D+K6<2D4/',1CY9Y V[>BHG? M;/>O", ?X12X_N^-%+"LB8V()FUS-UJ%C. .12*(<"H;RTKOD6WTU#4+!X,1 M\1HH!TWY$@:]X/)R-)N!=NZ8$4XC;^&MUK#<6L8T@(;I#456BMPZHKW6=A* M4%V+:F \%=!!Y3S8%2-?;3>?Q.[67KAE1#/MH%)OHQ@OGFCD5,]H"0L2XEX-MS)[.I%]; KOU(W5SO4H#I*Q,&SAMWBYF\^EE[.!07DS"IY%UH_%H?GW+C4E8 MID0%(D0;.#L] ;>6)<0,5A*S&*0H77EP:*:F.*-YK=35+=#V5"8*JB%!C"U MF9$H#7$NY4H!KA#GA")+A$?4PPD,#D,*I#2$D)+CT M@;&1F/H9C4=BX%E/]B)B;^#"63NH5LO\3LID'CN*P1#3$FDF#5)8N!B$T]*4 MWAT'#X$>,BYK&17W&?V\[P;Q,RJ1LA2+(*&NS%]#?>O#A]X4 :11)T#?3M: M?-#(R8Q^WDO#_48_[R/N%D#S8##NMZKT"LSH&'1&.5N:\;(V,2A1Y F(15BHN M2Y=$/:>B+;_,(PKN'.+69R\N@CRPD#@(QJ(N-M_;IPV)3PP9X4!@#*<6)N ">/[^:;%2 MQ"38XJTOMA+4$2P.T?=I*.$W@#'1/<9[;^#XVR!Q64GEB$14)>#")(T<91B9% M!:?1'S%$7IZKQU=-2]{CGYTA1-P"7QZ,C;YJR*4XEM2"(QC(#)Q>X)6"5!8I= ML,;'9(88.79 @\?!$B"&L6F.E'5S:/EL+V_] N*Y#.IG/AQ!G%"1WT$$\B[[M)%04R@_1_W4=+?5CO\?H>"MD#A1XY629!WI?NT6DF.'541D3D\I@C<(RIR,& MCPR/!$Y.IXSA3%+W) ("W-D]FT_HM >%0S4T+B[&!,V3=V?KIKC"2.9TPF'8&-TS@NKF60WT)E!, XW"Z3?I[^AR4>-HBW+J<82F0HP2BE0)+&UL$Y\@+HVD1?>P]0!*B!^"*.MZ*@%_#V8EGTN(Z.P%P-R3N0,>Y#%- (RDJ;H5<0XE#;#'GZ_O4!@(?P<*N,6 M\)+%&*]L\G^?8YYXJ*2-'BIH<7E<,.1H#"M%RRHSB10.)^]#7WM,V7#G4Q$= M-8_ QW8H SN%?] [#Q^G^8VR>T43!ZR7"""U&ZE'8_=77SW%*:<7TT\3Y=?/9FV;!<5F"]FN7JZ0= M,* (^#P&3 +81'D2G9<1D10\8> 645?:F-[(3-U<]R%Q54+Z#<+#H=DNLZHJ6 MEB1W0DK%X28G^65',PP^'_:(>);G&6(=4^G>)&O{}OG A,;*:*&-^P^&LN<.A]+/N-GIZ M V!&EF@@8S2CM3//EK'P"/#X7.9O>?N%X5 MR[V9O[5==PV_^8<=+^*Y,P&<+#FR1] <*#%+B!#<,G2B173E1+F"M3?8BK}2 MTV!(>AY,+:VEEH^U[S]_-_BST7G?!A9_-I-+SI!>?B1MGV!8L?29'F27*EK\M0QE(5,I&DAC@08%9Q1A:*E46(.7C0)(EL$>9ELA% @:(MC[!Y5+*:!#=#A:BM-E3,B7@YA:TJMRRFK :]@&=3+XGD[MK/9E_1]/O7_6B8; ML<3@G&8>&6%RZT(3X6:0 F&=$O,6?!Q1?.S3)F(J=QXNJO.GM2QO%%- DA[2 M? YN@9&BP>7*)QT$A'A-%AG,.K+1)1.P#E<6;TSRCHO+ZZ_=@]AX-/H84)*!*B0W4)MOK8(//(> M_,H>(MLIJ-R]>X@+!;#(FP3,:C\%RIQA-"+]C4,\EX99$0A*VFNFK,/>]8IT M'@2=FC=22?WNA,P!PJZ<6_X%O(B;]J1?;_?2;=E6<-8P)1!5+G=F"@PY0S2* MC!(9DC#P6SV2RS=^H#4X'*[;6E!-F"B;#EE[U\#8O F&D>13GDJNE0*&;7@ M/A7>:<.H8-T.T>]U5^4 ^D,Z3,754ONVRL;>\S-Y,^\Q[7]{_YM$+W)NN70. M&]@=CG*C!+P%YA"1*48G4N!R%Y)*KLNKG[D-.N1'XB!Z, *:> X.^NBG2VZ MZR5[2ZG-WOA,+T9 R3G5.7EM$M*2,.0IQ!DK57EJA+4^*@,>:>%3; LYS1K7 MQV&KM");P]3RN>>6DQR#_2W"E@GGT21%DP)80VRHM0B"Y814DY2HIV+-I2. M O6AJ!DK<@"4E5!-_W!;? S)_B]E>'4TN[H_H^[]S>U@K30G+0P4"\ 3NC73(MRIB3*Y2SS-I(HBP,PL.IK9O%/C@T7TB-33\F9Q\DE^G'KY?W4[^G*;E+*7U M?^DN"_+@A^=BWR[W2#V,.-IXT*:4&\ (#SLW(#& V&CAN>40X4*&TD[C9Q>/- MJSYIHWP^P?0]PG%[^#UV5R,?EY\HL$WX^62-BU+.QO.WYYC61$@#_M&V3%V>]O8E-\^!QN$-)DGOM04+0#G:.$!?@Y1B<9\?D MC[@\# [=*I?->6GF:V;#306>3BZ5A-OOE^O[OK.AX\Y?MPLV-17RT-@]+4N . M;BQ)D*&)Y?&ET6&;!",%R\-*$7_23S#[8';S$\Q+JK\!(^KY&YRY^QEV):* M(^2('E&NP -0QB'P*S"BTH,+RITWQ9N=//Q^*P\K+P]!:.2%]-(2EVT%FCGCA MC$ "XSS51>=L*]*1(H31H(5DMG2GWL<4U,73X9K< (D#Q%[Y=.3]O\$@NOXX MR8VA+2"1ZG MTY9A+,7N;LNPCZO;0.OSC@&V%(!PQ S&BY>&@0RP +2F$H9++>[_*#1]MLR MI*77W6T9]A%RY7K%[.]$\!%Y?X%[]+\'Y\%T-0[YX=MR-%E2GB=BD1&YMCQU\BX MA(D)W#K>* [R^HSIQ[3=^#3W W M:C-&IS#%"K%(!0*W,B(#$@+C4CAAG.=<#@*V[635]^,O (!M<'JHC_MC M%-/[OZ-?9 _S2THC'[O5$2P-'-F*1119H,"&"T@+2W-7.*Z3#(X];?-P$*BV MD-0@$JJ?%I>_.@U82C?G-OSEY5X#GU/1 />WERE']Z1&+DF)*%%8* &,X.)M M(!X24#>EIPV7I7"-- "GPP5WS_8D/(FZZ'S2!PPRU%D&F%ND/<9(.>,9.#G2 MTM(/'4P4;G7Q.&P>AI3J'WC!G#^+<[FW&'=-W#R'LSQ MYT7>WBMUS=Y7-]Q,^W.4.T\L&Y!,05[M$EDYP%\'NR^KV@:,W2?,AG>+;C2YN*DRN&'U7!&G8.M%Y*G,I?&T 1<#Y$B3 M2(P:3;%7QPLW=5%6.O54V&LHJK7$8WDRT$D(;+'1'VN4:19_M&>85LE+CB",X MT:KTN."=1%7VZ=H%X?X]]YP!N!RC&/&S++<\+:T;N<7R:>;MHLOZ.4]$$+T< MWB;9R'EP>9]R3"@(;Y65-A+VQ =;FU)XR+?K#]RNA+P7450#AV&O\L#/T\E5 MG.WC3=AQMFS6]_#/<;4E)("%(4! MZ1 9D UP 1+FH^.;NYA*=V%Z60IK3B)_K3OI>*# UL-4.5LYM'T_> MZLYAK^U5M B@RL{)<#*Y#6K] 8<5.&]GL*+_$6?GW-#(+7?(40VGCB(8Z?R# MTE8PH;B)R?;P,%Z<\'Y/?!B5[9WV,=+ S=2SSTD"X?LH"#+.Y0%<.767'NXA4 M.BF]X+QR+7>L>;W/I -HXP%,#N>MW:UT\X^>[NE51T.BFGGDL,AYOR;"/2@B M\BXZ$0\CBI1.G;W&;+^=\U!?84\#8Z??.NI^3L.E;/Q=]Y8SI?#;/G/68 MBPT&Z0(VUR;/37<$.>^2UXHR94J+[I]V4_MB=KAV4_NHOP%KZG%3'!=,C#BAY$*N M[946&94H<26?D70 MX.L:@UBB*7&C/=:E#*6]G$.U^3V=E/[B+5V>Z'G?9)F%!,*_\|?- $PR'(Q; MG#-NE+:.0P*6>M3 EA/6.GEA%9]TGN3I%HD"D$6[S7Y\M4N9Q %Z-C[KT7UOTIHWT5*OBRF,_F M=A)&DXMOT_'XP[3+? WB>1#"6.HH^&QU'8H!X[7M45N'F3.*17PGPRO]L5R]R(*=IAU2.EH#$F-)-/"_@F)DYT M8Q1$YC';Y0"8'+O/?MZDGL]M-V]BMSQ^Z_^UF\YFYX%Q8$G";9Y$0EPDN-S! MSD1PHB6,.1.>ZL;VRQHV3K2BK-T=\KF!LJ3 M>)&CVF?-6$L@[!1'N,;T/N&+"\)4C H)V3NS*:0MB".P&G$425M9?$"HO)L MG&C=6[OG_[%0>3V;YKGM]"))SL]F++"SB$N9. [>81M@8^ W"B&+%^V-7<3'; M]]%K=\,4.AO^.HXL?.9WL*G;V(MZ:HU^]D8_Y'$NK M5K,HAR=]C)[HOAP.?*]A;ZX) MO6Z73\S/UYPBXBU!W%")C+ (&66H]D=8H8+*US;DGCZ\FO\]2VW-( )["!BUD MZFOMG%7"(Z?A!^X3SGW>$N++*2N;M]M$UDZDZ@&=Y"H\'36S'"G![?<\-6T7# MN5%<6K#F$]6("\V1U0Y.*>V% <$%@4JY5Z]NP=F(78QM\U"'@<\H5V]^_SY\ MI?:.C[Q0A^8N$

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DE 27-2976158 604 Arizona Avenue Santa Monica CA 90401 877 252-1062 Class A common stock, $0.00001 par value per share ZIP NYSE Yes Yes Large Accelerated Filer false false false 75068548 22633316 225614000 283043000 271959000 237074000 2264000 3859000 24314000 27247000 17986000 9853000 4524000 5071000 544397000 562288000 5053000 6213000 7021000 8744000 18889000 18609000 3151000 4114000 5836000 0 8518000 1724000 58628000 57050000 539000 758000 652032000 659500000 8993000 11839000 42532000 41741000 5989000 12837000 12215000 12860000 3749000 4429000 16000 1164000 73494000 84870000 6672000 8721000 543376000 542577000 14899000 14967000 638441000 651135000 0.00001 0.00001 50000000 50000000 0 0 0 0 0 0 0.00001 0.00001 700000000 700000000 75065000 75065000 76173000 76173000 1000 1000 0.00001 0.00001 700000000 700000000 22829000 22829000 22634000 22634000 0 0 195000 195000 644000 644000 21656000 14526000 -7592000 -5531000 170000 13000 13591000 8365000 652032000 659500000 117084000 155630000 362981000 509800000 12382000 14533000 38646000 50831000 104702000 141097000 324335000 458969000 54928000 55648000 161085000 216171000 33705000 32136000 103091000 109047000 19308000 20647000 54881000 67601000 107941000 108431000 319057000 392819000 -3239000 32666000 5278000 66150000 7475000 7351000 22192000 22038000 6320000 4695000 16798000 14731000 -1155000 -2656000 -5394000 -7307000 -4394000 30010000 -116000 58843000 -1824000 5934000 1945000 15376000 -2570000 24076000 -2061000 43467000 -0.03 0.24 -0.02 0.43 -0.03 0.23 -0.02 0.41 98485000 99800000 98871000 101409000 98485000 104707000 98871000 106688000 -2570000 24076000 -2061000 43467000 221000 149000 157000 246000 221000 149000 157000 246000 -2349000 24225000 -1904000 43713000 76173000 1000 22829000 0 195000 -644000 14526000 -5531000 13000 8365000 -232000 232000 5000 165000 309000 309000 870000 118000 19147000 19147000 331000 51000 4795000 4795000 210000 2582000 2582000 512000 6373000 6373000 -6505000 -6505000 -80000 -80000 76647000 1000 22829000 0 195000 -644000 25396000 -12036000 -67000 12650000 -211000 211000 5000 162000 372000 372000 861000 105000 16325000 16325000 294000 53000 3286000 3286000 886000 3000 8660000 8660000 7014000 7014000 16000 16000 76544000 1000 22829000 0 195000 -644000 30147000 -5022000 -51000 24431000 -405000 405000 1000 377000 887000 887000 781000 49000 15397000 15397000 288000 21000 3025000 3025000 151000 1043000 1043000 2529000 22626000 22626000 -167000 -167000 -2570000 -2570000 221000 221000 75065000 1000 22829000 0 195000 -644000 21656000 -7592000 170000 13591000 74320000 1000 30379000 0 195000 -644000 35926000 -6290000 -373000 28620000 -4568000 4568000 6000 658000 1298000 1298000 525000 269000 22088000 22088000 191000 109000 4511000 4511000 237000 4221000 4221000 3806000 59022000 1270000 60292000 -459000 -459000 5011000 5011000 161000 161000 75659000 1000 26629000 0 195000 -644000 0 -3008000 -212000 -3863000 -558000 558000 6000 449000 1224000 1224000 570000 198000 18040000 18040000 187000 89000 4585000 4585000 3188000 14679000 35913000 50592000 -392000 -392000 14380000 14380000 -64000 -64000 73418000 1000 26629000 0 195000 -644000 0 -24933000 -276000 -25852000 -4161000 4161000 5000 268000 965000 965000 603000 169000 19331000 19331000 209000 76000 4321000 4321000 153000 2175000 2175000 1932000 18150000 10119000 28269000 -186000 -186000 24076000 24076000 149000 149000 76199000 1000 22829000 0 195000 -644000 0 -11162000 -127000 -11932000 -2061000 43467000 49198000 58305000 9086000 8459000 -26000 2495000 -1578000 -16834000 2954000 3190000 7991000 8573000 3080000 1197000 -3037000 -8936000 8068000 -1083000 -1509000 -209000 -669000 -426000 -2897000 -12591000 -2096000 -5996000 -6848000 -6873000 -747000 -3355000 -3978000 -4792000 33243000 68753000 473000 809000 12040000 0 7191000 7531000 480085000 323791000 452711000 421522000 -47078000 89391000 37635000 139153000 1522000 3989000 11106000 13417000 3625000 6396000 -43594000 -142185000 -57429000 15959000 283043000 227380000 225614000 243339000 Organization and Description of Business ZipRecruiter, Inc. was incorporated in the state of Delaware on June 29, 2010. Hereinafter, ZipRecruiter, Inc. and its wholly owned subsidiaries ZipRecruiter Israel Ltd., ZipRecruiter UK Ltd., ZipRecruiter Canada Ltd., and Poplar Technologies Ltd. are collectively referred to as "ZipRecruiter" or the "Company." The Company is a two-sided marketplace that enables employers and job seekers to connect with one another online to fill job opportunities. On July 23, 2024, ZipRecruiter, Inc. acquired all of the outstanding share capital of Poplar Technologies Ltd (d/b/a Breakroom) ("Breakroom"). Breakroom is a UK-based employee review platform focused on frontline industries such as retail and hospitality. Basis of Presentation, Principles of Consolidation, and Summary of Significant Accounting Policies The unaudited condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information. Accordingly, certain information and disclosures normally included in consolidated financial statements presented in accordance with U.S. GAAP have been condensed or omitted. The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation. The condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023 (the "2023 Form 10-K"). The condensed consolidated balance sheet as of December 31, 2023 has been derived from the Company's audited consolidated financial statements. Certain reclassifications have been made to the presentation of the prior year to conform to the presentation of the current year. In the opinion of the Company's management, the unaudited condensed consolidated financial statements include all adjustments (consisting of normal recurring adjustments) necessary for the fair statement of the condensed consolidated financial statements. There have been no changes in the Company's accounting policies from those disclosed in the Company's audited consolidated financial statements and the related notes included in the 2023 Form 10-K, except for the accounting policies related to business combinations, intangible assets and goodwill, which are discussed in Note 4 and later in this Note. The operating results for the three and nine months ended September 30, 2024 are not necessarily indicative of the results expected for the full year ending December 31, 2024 or any future period. Use of Estimates The preparation of condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and footnotes thereto. Actual results could differ from those estimates. Business Combinations The results of businesses acquired in a business combination are included in the Company's consolidated financial statements from the date of acquisition. Assets acquired and liabilities assumed in a business combination are recorded at their estimated fair values on the acquisition date. The excess of the purchase price over the fair values of net identifiable assets acquired and liabilities assumed is recorded as goodwill. Determining the fair values of assets acquired and liabilities assumed may require management to use significant judgment and estimates including the selection of valuation methodologies, estimates of future revenue and cash flows, estimates of costs, discount rates and selection of comparable companies. The Company's estimates of fair value are based on assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. Transaction costs associated with business combinations are expensed as incurred. Intangible Assets Intangible assets are amortized over their estimated useful life using the straight-line method which approximates the pattern in which the economic benefits are consumed. Goodwill Goodwill represents the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. The excess of the purchase price over the fair values of net identifiable assets acquired and liabilities assumed is recorded as goodwill. During the three and nine months ended September 30, 2024, the Company recognized $6.8 million in additional goodwill related to its acquisition of Breakroom. For more information on the Breakroom acquisition, please see Note 4. The Company tests for impairment at least annually, in the fourth quarter, or whenever events or changes in circumstances indicate that goodwill might be impaired. The Company currently has one reporting unit. Investments The Company classifies and accounts for its money market mutual funds which have readily determinable fair values as equity securities, and it carries such securities at fair value with unrealized gains and losses reported in other income (expense), net in its condensed consolidated statements of operations. The Company classifies and accounts for its debt securities as available-for-sale, and it carries such securities at fair value with unrealized gains and losses reported net of tax as a separate component of stockholders' equity in accumulated other comprehensive income. During both the three and nine months ended September 30, 2024, in connection with its available-for-sale debt securities, the Company recorded pre-tax unrealized gains of $0.2 million in other comprehensive income (loss) with no associated tax benefit. During the three and nine months ended September 30, 2023, in connection with its available-for-sale debt securities, the Company recorded pre-tax unrealized gains of $0.1 million and $0.2 million, respectively, in other comprehensive income (loss), with no associated tax benefit. The Company determines any realized gains and losses on the sale of its available-for-sale debt securities using a specific identification method, and it records such gains and losses through other income (expense), net in its condensed consolidated statements of operations. During the three and nine months ended September 30, 2024 and 2023, the Company did not have any sales of its available-for-sale debt securities and consequently, did not reclassify any amounts out of accumulated other comprehensive income into other income (expense), net in the condensed consolidated statements of operations. Fair Value Measurements The Company measures certain of its financial instruments at fair value on a recurring basis. Financial instruments measured at fair value on a recurring basis primarily include the Company's cash equivalents and marketable securities. The Company also measured certain assets acquired and liabilities assumed as part of a business combination at fair value on a nonrecurring basis upon acquisition of all of the outstanding share capital of Breakroom on July 23, 2024. For more information on

the Breakroom acquisition, please see Note 4. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. Accounting standards describe a fair value hierarchy based on the following three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value: - Level 1 — Quoted prices in active markets for identical assets, liabilities, or funds. - Level 2 — Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. - Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Segments and Geographic Information The Company operates as a single operating segment. The Company's Chief Operating Decision Maker, the CEO, regularly reviews financial information presented on a consolidated basis for purposes of assessing financial performance and allocating resources. Revenue is attributed to geographic regions based on locations where services are provided to the Company's customers. Foreign countries outside of the United States, in aggregate, accounted for less than 2% of the Company's revenue for the three and nine months ended September 30, 2024 and 2023. In addition, long-lived assets outside of the United States were not material as of September 30, 2024 and December 31, 2023. Concentration of Credit Risk Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash and cash equivalents, marketable securities, and accounts receivable. The Company maintains its cash accounts with large financial institutions and at times, the cash accounts may exceed Federal Deposit Insurance Corporation limits. The Company has not experienced any losses in such accounts. The Company monitors the relative credit standing of the financial institutions with which it transacts and limits its credit exposure to any singular entity. Accordingly, the Company believes minimal credit risk exists with respect to these cash balances. The Company invests only in highly rated debt and equity securities. The Company believes the financial institutions that hold its investments are financially sound, and accordingly, are subject to minimal credit risk. No customers accounted for 10% or more of the Company's outstanding accounts receivable as of September 30, 2024. One customer accounted for 10% of the Company's outstanding accounts receivable as of December 31, 2023. The Company closely monitors the financial condition of the foregoing customer, which has been in good credit standing. The Company does not consider the concentration of its accounts receivable to be a material risk. For the three and nine months ended September 30, 2024 and 2023, there were no customers that individually represented 10% or more of revenue. The Company uses third parties to collect its credit card receivables and believes risk related to its credit card processors is minimal. Share Repurchase Program All shares repurchased under the Company's share repurchase program are purchased for immediate retirement. Repurchased shares reduce the Company's outstanding shares and its weighted average number of common shares outstanding for purposes of calculating basic and diluted earnings per share. All excess of repurchase price over par value for shares repurchased is allocated to retained earnings to the extent the Company has retained earnings. If the Company has an accumulated deficit, all excess of repurchase price over par value for shares repurchased is allocated first to additional paid-in capital, to the extent the Company has additional paid-in capital, until depleted, and then to accumulated deficit in the Company's condensed consolidated statements of changes in stockholders' equity (deficit). The Company may repurchase shares of common stock through open market or privately negotiated transactions, block purchases, or pursuant to one or more Rule 10b5-1 plans. For more information on the Company's share repurchase program, please see Note 10. Recent Accounting Pronouncements Accounting Pronouncements Not Yet Adopted In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which expands disclosure requirements about a public entity's reportable segments and significant segment expenses. This update also expands the interim segment disclosure requirements. Public entities that have a single reportable segment will be required to provide on both an interim and annual basis all the disclosures required by Topic 280, including those added by the amendments in ASU 2023-07. The standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The amendments should be applied retrospectively to all prior periods presented in the financial statements. The adoption of this update would not be expected to have a material impact on the Company's consolidated financial statements. In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which intends to enhance the transparency and decision usefulness of income tax disclosures, primarily through expanding disclosures in an entity's income tax rate reconciliation table and regarding cash taxes paid both in the U.S. and foreign jurisdictions. The update will be effective for annual periods beginning after December 15, 2024 on a prospective basis. Early adoption is permitted. The Company is currently evaluating the effects of the adoption of this update on its consolidated financial statements. The unaudited condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information. Accordingly, certain information and disclosures normally included in consolidated financial statements presented in accordance with U.S. GAAP have been condensed or omitted. The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation. The condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023 (the "2023 Form 10-K"). The condensed consolidated balance sheet as of December 31, 2023 has been derived from the Company's audited consolidated financial statements. Certain reclassifications have been made to the presentation of the prior year to conform to the presentation of the current year. In the opinion of the Company's management, the unaudited condensed consolidated financial statements include all adjustments (consisting of normal recurring adjustments) necessary for the fair statement of the condensed consolidated financial statements. There have been no changes in the Company's accounting policies from those disclosed in the Company's audited consolidated financial statements and the related notes included in the 2023 Form 10-K, except for the accounting policies related to business combinations, intangible assets and goodwill, which are discussed in Note 4 and later in this Note. The operating results for the three and nine months ended September 30, 2024 are not necessarily indicative of the results expected for the full year ending December 31, 2024 or any future period. The preparation of condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and footnotes thereto. Actual results could differ from those estimates. The results of businesses acquired in a business combination are included in the Company's consolidated financial statements from the date of acquisition. Assets acquired and liabilities assumed in a business combination are recorded at their estimated fair values on the acquisition date. The excess of the purchase price over the fair values of net identifiable assets acquired and liabilities assumed is recorded as goodwill. Determining the fair values of assets acquired and liabilities assumed may require management to use significant judgment and estimates including the selection of valuation methodologies, estimates of future revenue and cash flows, estimates of costs, discount rates and selection of comparable companies. The Company's estimates of fair value are based on assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. Transaction costs associated with business combinations are expensed as incurred. Intangible assets are amortized over their estimated useful life using the straight-line method which approximates the pattern in which the economic benefits are consumed. During the three and nine months ended September 30, 2024, the Company recognized $6.8 million in additional goodwill related to its acquisition of Breakroom. For more information on the Breakroom acquisition, please see Note 4. The Company tests for impairment at least annually, in the fourth quarter, or whenever events or changes in circumstances indicate that goodwill might be impaired. The Company currently has one reporting unit. 6800000 1 The Company classifies and accounts for its money market mutual funds which have readily determinable fair values as equity securities, and it carries such securities at fair value with unrealized gains and losses reported in other income (expense), net in its condensed consolidated statements of operations. The Company classifies and accounts for its debt securities as available-for-sale, and it carries such securities at fair value with unrealized gains and losses reported net of tax as a separate component of stockholders' equity in accumulated other comprehensive income. During both the three and nine months ended September 30, 2024, in connection with its available-for-sale debt securities, the Company recorded pre-tax unrealized gains of $0.2 million in other comprehensive income (loss) with no associated tax benefit. During the three and nine months ended September 30, 2023, in connection with its available-for-sale debt securities, the Company recorded pre-tax unrealized gains of $0.1 million and $0.2 million, respectively, in other comprehensive income (loss), with no associated tax benefit. The Company determines any realized gains and losses on the sale of its available-for-sale debt securities using a specific identification method, and it records such gains and losses through other income (expense), net in its condensed consolidated statements of operations. During the three and nine months ended September 30, 2024 and 2023, the Company did not have any sales of its available-for-sale debt securities and consequently, did not reclassify any amounts out of accumulated other comprehensive income into other income (expense), net in the condensed consolidated statements of operations. 200000 200000 0 0 100000 200000 0 0 0 0 0 0 0 0 0 0 The Company measures certain of its financial instruments at fair value on a recurring basis. Financial instruments measured at fair value on a recurring basis primarily include the Company's

cash equivalents and marketable securities. The Company also measured certain assets acquired and liabilities assumed as part of a business combination at fair value on a nonrecurring basis upon acquisition of all of the outstanding share capital of Breakroom on July 23, 2024. For more information on the Breakroom acquisition, please see Note 4. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. Accounting standards describe a fair value hierarchy based on the following three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value: - Level 1 — Quoted prices in active markets for identical assets, liabilities, or funds. - Level 2 — Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. - Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. The Company operates as a single operating segment. The Company's Chief Operating Decision Maker, the CEO, regularly reviews financial information presented on a consolidated basis for purposes of assessing financial performance and allocating resources. Revenue is attributed to geographic regions based on locations where services are provided to the Company's customers. Foreign countries outside of the United States, in aggregate, accounted for less than 2% of the Company's revenue for the three and nine months ended September 30, 2024 and 2023. In addition, long-lived assets outside of the United States were not material as of September 30, 2024 and December 31, 2023. 0.02 0.02 0.02 0.02 Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash and cash equivalents, marketable securities, and accounts receivable. The Company maintains its cash accounts with large financial institutions and at times, the cash accounts may exceed Federal Deposit Insurance Corporation limits. The Company has not experienced any losses in such accounts. The Company monitors the relative credit standing of the financial institutions with which it transacts and limits its credit exposure to any singular entity. Accordingly, the Company believes minimal credit risk exists with respect to these cash balances. The Company invests only in highly rated debt and equity securities. The Company believes the financial institutions that hold its investments are financially sound, and accordingly, are subject to minimal credit risk. 0.10 All shares repurchased under the Company's share repurchase program are purchased for immediate retirement. Repurchased shares reduce the Company's outstanding shares and its weighted average number of common shares outstanding for purposes of calculating basic and diluted earnings per share. All excess of repurchase price over par value for shares repurchased is allocated to retained earnings to the extent the Company has retained earnings. If the Company has an accumulated deficit, all excess of repurchase price over par value for shares repurchased is allocated first to additional paid-in capital, to the extent the Company has additional paid-in capital, until depleted, and then to accumulated deficit in the Company's condensed consolidated statements of changes in stockholders' equity (deficit). Accounting Pronouncements Not Yet Adopted In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which expands disclosure requirements about a public entity's reportable segments and significant segment expenses. This update also expands the interim segment disclosure requirements. Public entities that have a single reportable segment will be required to provide on both an interim and annual basis all the disclosures required by Topic 280, including those added by the amendments in ASU 2023-07. The standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The amendments should be applied retrospectively to all prior periods presented in the financial statements. The adoption of this update would not be expected to have a material impact on the Company's consolidated financial statements. In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which intends to enhance the transparency and decision usefulness of income tax disclosures, primarily through expanding disclosures in an entity's income tax rate reconciliation table and regarding cash taxes paid both in the U.S. and foreign jurisdictions. The update will be effective for annual periods beginning after December 15, 2024 on a prospective basis. Early adoption is permitted. The Company is currently evaluating the effects of the adoption of this update on its consolidated financial statements. Net Income (Loss) Per Share The following table presents the Company's basic net income (loss) per share (in thousands, except per share amounts): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:41.207%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.844%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:middle">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:middle">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Net income (loss) per share, basic: </td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Net income (loss) </td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(2,570)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">24,076 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(2,061)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">43,467 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Weighted average shares of Class A and Class B common stock outstanding</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">98,485 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">99,800 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">98,871 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">101,409 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Net income (loss) per share, basic </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-

size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.03)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">0.24 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.02)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">0.43 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The following table presents the Company's diluted net income (loss) per share (in thousands, except per share amounts): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:41.207%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.844%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:middle">Three Months Ended
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1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Net income (loss) </td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,570)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">24,076 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(2,061)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">43,467 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" 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style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Denominator:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Weighted average shares of Class A and Class B common stock outstanding, basic</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">98,485 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">99,800 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">98,871 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">101,409 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Effect of dilutive securities:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 22pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Options to purchase common stock</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,608 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,943 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 22pt;text-align:left;text-indent:-9pt;vertical-align:bottom"><span

style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Unvested restricted stock units</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">273 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">325 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 22pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Employee stock purchase plan</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Weighted average shares of Class A and Class B common stock outstanding, diluted</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">98,485 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">104,707 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">98,871 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">106,688 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Net income (loss) per share, diluted </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.03)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.23 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.02)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">0.41 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The weighted average number of potentially dilutive common stock equivalents of 12.4 million and 12.8 million were excluded from the computation of diluted net loss per share during the three and nine months ended September 30, 2024, respectively, because their inclusion would have been anti-dilutive. The weighted average number of potentially dilutive common stock equivalents of 5.9 million and 6.2 million were excluded from the computation of diluted net income per share during the three and nine months ended September 30, 2023, respectively, because their inclusion would have been anti-dilutive. In April 2021, the Company granted a restricted stock unit (“RSU”) award (the “CEO Performance Award”), which included service, market, and performance-based vesting conditions. The CEO Performance Award is excluded from the above table because none of the market conditions had been met as of September 30, 2023. Additionally, in December 2023, the Company entered into a Cancellation Agreement with the CEO, which provided for the cancellation of the 1.4 million RSUs included in the CEO Performance Award. For more information on the Cancellation Agreement, please see Note 11. The following table presents the Company’s basic net income (loss) per share (in thousands, except per share amounts): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:41.207%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.844%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:middle">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:middle">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Net income (loss) per share, basic: </td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Net income (loss) </td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(2,570)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">24,076 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(2,061)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">43,467 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3"

style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Weighted average shares of Class A and Class B common stock outstanding</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">98,485 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">99,800 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">98,871 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">101,409 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Net income (loss) per share, basic </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.03)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">0.24 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.02)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">0.43 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> -2570000 24076000 -2061000 43467000 98485000 99800000 98871000 101409000 -0.03 0.24 -0.02 0.43 The following table presents the Company's diluted net income (loss) per share (in thousands, except per share amounts): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:41.207%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.844%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:middle">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:middle">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Net income (loss) per share, diluted: </td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Numerator:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Net income (loss) </td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(2,570)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">24,076 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(2,061)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">43,467 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">

align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">101,409 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Effect of dilutive securities:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 22pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Options to purchase common stock</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,608 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,943 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 22pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Unvested restricted stock units</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">273 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">325 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 22pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Employee stock purchase plan</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Weighted average shares of Class A and Class B common stock outstanding, diluted</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">98,485 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">104,707 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">98,871 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">106,688 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Net income (loss) per share, diluted </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.03)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">0.23 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.02)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">0.41 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> -2570000 24076000 -2061000 43467000 98485000 99800000 98871000 101409000 0 4608000 0 4943000 0 273000 0 325000 0 26000 0 11000 98485000 104707000 98871000 106688000 -0.03 0.23 -0.02 0.41 12400000 12800000 5900000 6200000 1400000 Acquisitions On July 23, 2024, the Company entered into a share purchase agreement with, and acquired 100% of the outstanding share capital in, Breakroom. Breakroom is a UK-based employee review platform focused on frontline industries such as retail and hospitality. The Company believes there is an opportunity with Breakroom to complement its employment sites in the United States. The fair value of consideration transferred on the date of acquisition totaled $13.3 million, consisting of $12.4 million paid in cash and a liability of $0.9 million assumed related to non-employee investor holdback consideration. Such non-employee holdback consideration is payable one year subsequent to the date of acquisition. This consideration is subject to customary holdback provisions and is not contingent upon the occurrence of specified future events. </div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">The financial results of Breakroom from the date of acquisition were included in the Company's condensed consolidated financial statements for the three and nine months ended September 30, 2024. Pro forma results of operations have not been presented as the results do not have a material effect on any of the periods presented in the Company's condensed consolidated financial statements.</div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">The following table summarizes the estimated fair values of identified assets and liabilities as of the acquisition date (in thousands):</div><div style="margin-bottom:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:86.079%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.721%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash and cash equivalents</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">372 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Intangible assets</td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,208 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,794 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-

align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">153 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total assets </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,527 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Current liabilities </td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(187)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net assets acquired</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">13,340 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">The following table summarizes the estimated fair values of identifiable intangible assets acquired and their estimated useful life at the date of acquisition (in thousands, except useful life information):</div><div style="margin-bottom:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:73.579%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.758%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.722%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">Useful Life </div><div style="text-align:center">(In Years)</div></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Developed technology</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,783 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">3</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Trade names and trademarks</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">425 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">10</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total intangible assets subject to amortization</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">6,208 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr></table> Amortization expense for such finite-lived intangible assets was $0.4 million during both the three and nine months ended September 30, 2024. Future amortization expense for the Company's finite-lived intangible assets as of September 30, 2024 is as follows for the years ended December 31, (in thousands):</div><div style="margin-bottom:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:86.079%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.721%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2024</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">497 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,970 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,970 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,120 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Thereafter </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">236 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total future amortization expense</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,836 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The estimated fair value of the developed technology acquired was determined using the replacement cost method. This approach requires the use of inputs within Level 3 in the fair value hierarchy related to the cost to replace the technology, including time and resources required, as well as an estimated profit margin and opportunity cost. The estimated fair value of the trade names and trademarks acquired was determined using the relief-from-royalty method. This approach requires the use of inputs within Level 3 in the fair value hierarchy, including revenue projections, a royalty rate based on qualitative factors and market-derived royalty rates, and a discount rate based on the Company's weighted average cost of capital adjusted for risks commonly inherent in trade names. Goodwill is primarily attributable to the workforce of the acquired business and benefits related to expanded market opportunities from integrating Breakroom's technology with the Company's marketplace offerings. All of the goodwill was assigned to the Company's single reporting unit and is not deductible for tax purposes. The Company estimated the fair values of assets acquired and liabilities assumed as of the date of the acquisition based on currently available information. The fair value of consideration transferred is subject to customary holdback provisions, related to non-employee investor holdback consideration, applicable during a measurement period of one year from the acquisition. Upon the close of the transaction, the Company agreed to pay up to $3.5 million to former Breakroom founders, in equal quarterly installments over a three-year period post-closing of the transaction, contingent upon those employees' continued employment with the Company (the "Employee Seller Holdback Consideration"). These costs are expensed over the continued employment period. For both the three and nine months ended September 30, 2024, the Company incurred expenses of $0.3 million related to the Employee Seller Holdback Consideration, of which $0.2 million were recorded in research and development expenses and $0.1 million were recorded in general and administrative expenses within the Company's condensed consolidated statements of operations. Additional acquisition-related costs were not material for the three and nine months ended September 30, 2024. 1 13300000 12400000 900000 The following table summarizes the estimated fair values of identified assets and liabilities as of the acquisition date (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:86.079%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.721%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash and cash equivalents</td><td

style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">372 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Intangible assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,208 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,794 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">153 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Total assets</div></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,527 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Current liabilities</div></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(187)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net assets acquired</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">13,340 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 372000 6208000 6794000 153000 13527000 187000 13340000 The following table summarizes the estimated fair values of identifiable intangible assets acquired and their estimated useful life at the date of acquisition (in thousands, except useful life information): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:73.579%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.758%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.722%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Useful Life (In Years) </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Developed technology</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,783 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">3</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Trade names and trademarks</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">425 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">10</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total intangible assets subject to amortization</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">6,208 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr></table> 5783000 P3Y 425000 P10Y 6208000 400000 400000 Future amortization expense for the Company's finite-lived intangible assets as of September 30, 2024 is as follows for the years ended December 31, (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:86.079%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.721%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2024</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">497 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,970 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,970 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,120 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Thereafter</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">236 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total future amortization expense</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,836 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 497000 1970000 1970000 1120000 43000 236000 5836000 3500000 P3Y 300000 300000 200000 200000 100000 100000 Revenue Information The Company disaggregates revenue into two streams: subscription revenue and performance-based revenue. The following table presents the Company's revenue streams (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:37.361%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.803%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.803%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:13.803%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:13.807%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:middle">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:middle">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-

serif;font-size:8pt;font-weight:700;line-height:100%">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Subscription</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">91,071 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">122,431 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">284,059 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">402,599 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Performance-based</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">26,013 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">33,199 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">78,922 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">107,201 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Total revenue</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">117,084 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">155,630 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">362,981 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">509,800 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr></table> The Company recognized $11.7 million and $16.9 million of revenue during the three months ended September 30, 2024 and 2023, respectively, that was included in the deferred revenue balances as of June 30, 2024 and 2023, respectively. The Company recognized $12.7 million and $19.4 million of revenue during the nine months ended September 30, 2024 and 2023, respectively, that was included in the deferred revenue balances as of December 31, 2023 and 2022, respectively.</div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">As of September 30, 2024 and December 31, 2023, the Company had no contract assets. </div><div style="margin-bottom:9pt;margin-top:6pt;text-indent:18pt">Performance Obligations</div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">An immaterial amount of revenue was recognized during the nine months ended September 30, 2024 from performance obligations satisfied in previous periods. No revenue was recognized during the three months ended September 30, 2024 and the three and nine months ended September 30, 2023 from performance obligations satisfied in previous periods.</div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">As of September 30, 2024, the Company did not have any material remaining performance obligations expected to be recognized in the future. Generally, any remaining performance obligations relate primarily to subscription services such as time-based job posting plans, upsell services, and </div>resume database plans that will be invoiced in future periods, and exclude (i) contracts with an original expected term of one year or less and (ii) contracts for which the Company only recognizes revenue at the amount to which it has the right to invoice for services performed. <div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">The Company disaggregates revenue into two streams: subscription revenue and performance-based revenue. The following table presents the Company's revenue streams (in thousands):</div><div style="margin-bottom:9pt;margin-top:6pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:37.361%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.803%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.803%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.803%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.807%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:middle">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:middle">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Subscription</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">91,071 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">122,431 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">284,059 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">402,599 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Performance-based</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">26,013 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">33,199 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top"><span

style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">78,922 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">107,201 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Total revenue</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">117,084 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">155,630 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">362,981 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">509,800 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr></table> 2 91071000 122431000 284059000 402599000 26013000 33199000 78922000 107201000 117084000 155630000 362981000 509800000 11700000 16900000 12700000 19400000 0 0 0 0 0 0 Financial Instruments Fair Value Measurements The following table presents the Company's financial assets measured at fair value on a recurring basis, as well as the amortized cost basis and gross unrealized gains and losses of those assets as of September 30, 2024 (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:29.508%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.156%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.156%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.996%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.079%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.922%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="24" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Balance Sheet Classification</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Amortized Cost Basis</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Unrealized Gains</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Unrealized Losses</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Cash and Cash Equivalents</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Marketable Securities</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Level 1:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"

</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">145,572 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,496 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">142,076 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Subtotal</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">347,125 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">125 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">347,250 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">205,174 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">142,076 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Level 2:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Commercial paper</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34,774 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34,774 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,979 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">30,795 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Certificates of deposit</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,709 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,709 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Corporate notes and obligations</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">96,476 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">96,504 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">16,461 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">80,043 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,320 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">16 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,336 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,336 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Subtotal</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">150,279 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-

align:bottom">52 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">150,323 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,440 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">129,883 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#fffffe;padding:2px 1pt;text-align:left;vertical-align:bottom">Total cash, cash equivalents, and marketable securities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">497,404 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">177 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(8)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">497,573 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">225,614 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">271,959 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> As of December 31, 2023, the Company's financial assets consisted of the following (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:29.508%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.156%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.156%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.996%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.079%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.922%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="24" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Balance Sheet Classification</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Amortized Cost Basis</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Unrealized Gains</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Unrealized Losses</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Cash and Cash Equivalents</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Marketable Securities</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Level 1:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Cash</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">237,104 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">237,104 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">237,104 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Money market mutual funds</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23,762 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"

style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23,762 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23,762 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">138,893 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">138,923 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">138,923 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Subtotal</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">399,759 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">399,789 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">260,866 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">138,923 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Level 2:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Commercial paper</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,899 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,899 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,495 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19,404 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Certificates of deposit</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,768 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,768 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,010 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,758 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Corporate notes and obligations</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">71,545 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(21)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">71,536 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,672 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">58,864 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,319 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td

colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,316 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,316 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">U.S. agency securities</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,814 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,809 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,809 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Subtotal</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">120,345 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(36)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">120,328 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,177 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">98,151 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total cash, cash equivalents, and marketable securities</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">520,104 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">57 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(44)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">520,117 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">283,043 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">237,074 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The Company's money market mutual funds and treasury securities are measured at fair value using quoted prices in active markets for identical assets and are classified within Level 1 in the fair value hierarchy. The fair values of the Company's Level 2 commercial paper and certificates of deposit are determined using quoted prices in markets that are not active or using model-driven valuations employing significant inputs derived from observable market data. The fair values of the Company's Level 2 corporate notes and obligations, asset-backed securities, and U.S. agency securities are determined using an evaluated price based on a compilation of reported market information, such as benchmark yield curves, credit spreads and estimated default rates. The carrying amounts of the Company's remaining financial instruments not discussed in the above table, including accounts receivable and accounts payable, approximate fair value because of their short-term maturities, except for the Company's $550.0 million senior unsecured notes (the "Notes") which are valued on a quarterly basis for disclosure purposes only based on quoted prices for the Notes in less active markets and categorized accordingly as Level 2 in the fair value hierarchy. The aggregate fair value of the Notes was estimated to be approximately $492.3 million as of September 30, 2024 and approximately $478.5 million as of December 31, 2023.</div><div style="margin-bottom:9pt;margin-top:6pt;text-indent:18pt">Equity Securities</div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">The Company's investments in equity securities consist primarily of money market mutual funds. During the three and nine months ended September 30, 2024 and 2023, the Company recorded no material unrealized gains or losses in connection with its money market mutual funds held as of September 30, 2024.</div><div style="margin-bottom:9pt;margin-top:6pt;text-indent:18pt">Available-for-sale Debt Securities</div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">The following table summarizes the fair value of the Company's available-for-sale debt securities by contractual maturity as of September 30, 2024 (in thousands):</div><div style="margin-bottom:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:85.919%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.881%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Due within 1 year</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">288,556 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Due after 1 year through 5 years</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,339 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total available-for-sale debt securities</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">295,895 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <span style="color:#000000;font-

family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:120%">Actual maturities may differ from contractual maturities because certain borrowers have the right to call or prepay certain obligations. The following table summarizes the available-for-sale debt securities which have been in a continuous unrealized loss position for less than 12 months and those that have been in a continuous unrealized loss position for more than 12 months as of September 30, 2024 (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:25.502%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.598%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.598%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.598%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.598%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.603%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Less Than 12 Months</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">12 Months or Greater</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Unrealized Losses</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Unrealized Losses</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Unrealized Losses</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">152 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Corporate notes and obligations</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23,912 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23,912 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,450 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,450 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total available-for-sale debt securities</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">26,514 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-

bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">26,514 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(8)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The following table summarizes the available-for-sale debt securities which have been in a continuous unrealized loss position for less than 12 months and those that have been in a continuous unrealized loss position for more than 12 months as of December 31, 2023 (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:25.502%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.598%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.598%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.598%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.598%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.603%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Less Than 12 Months</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">12 Months or Greater</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Unrealized Losses</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Unrealized Losses</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Unrealized Losses</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,211 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(6)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,027 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(4)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,238 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(10)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Corporate notes and obligations</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40,527 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(21)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40,527 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(21)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,397 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,397 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">U.S. agency securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,809 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,809 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td>

<td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total available-for-sale debt securities</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">58,944 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(40)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,027 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(4)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">59,971 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(44)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The Company did not recognize any credit losses for its available-for-sale debt securities during the three and nine months ended September 30, 2024 and 2023. The Company had no ending allowance balances for credit losses as of September 30, 2024 or December 31, 2023. During the three and nine months ended September 30, 2024 and 2023, the Company had no sales of its available-for-sale debt securities. The following table presents the Company's financial assets measured at fair value on a recurring basis, as well as the amortized cost basis and gross unrealized gains and losses of those assets as of September 30, 2024 (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:29.508%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.156%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.156%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.996%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.079%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.922%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="24" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Balance Sheet Classification</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Amortized Cost Basis</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Unrealized Gains</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Unrealized Losses</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Cash and Cash Equivalents</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Marketable Securities</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Level 1:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Cash</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">172,609 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">172,609 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">172,609 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Money market mutual funds</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">29,069 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">29,069 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-

color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">145,447 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">125 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">145,572 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,496 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">142,076 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Subtotal</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">347,125 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">125 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">347,250 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">205,174 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">142,076 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Level 2:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Commercial paper</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34,774 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34,774 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,979 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">30,795 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Certificates of deposit</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,709 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,709 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,709 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Corporate notes and obligations</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">96,476 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">96,504 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">16,461 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">80,043 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,320 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">16 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,336 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3"

style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Subtotal</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">150,279 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">150,323 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,440 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">129,883 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total cash, cash equivalents, and marketable securities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">497,404 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">177 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(8)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">497,573 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">225,614 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">271,959 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> As of December 31, 2023, the Company's financial assets consisted of the following (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:29.508%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.156%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.156%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.996%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.079%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.922%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="24" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Balance Sheet Classification</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Amortized Cost Basis</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Unrealized Gains</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Unrealized Losses</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Cash and Cash Equivalents</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Marketable Securities</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Level 1:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Cash</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">237,104 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">237,104 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">237,104 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-

align:bottom">Money market mutual funds</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23,762 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23,762 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">138,893 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">138,923 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Subtotal</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">399,759 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">399,789 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">260,866 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">138,923 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Level 2:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Commercial paper</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,899 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,899 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,495 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19,404 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Certificates of deposit</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,768 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,768 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,010 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,758 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Corporate notes and obligations</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">71,545 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(21)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">71,536 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,672 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">58,864 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-

color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,319 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,316 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,316 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">U.S. agency securities</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,814 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,809 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,809 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Subtotal</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">120,345 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(36)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">120,328 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,177 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">98,151 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total cash, cash equivalents, and marketable securities</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">520,104 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">57 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">283,043 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">237,074 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>

172609000 0 0 172609000 172609000 0 29069000 0 0 29069000 29069000 0 145447000 125000 0 145572000 3496000 142076000 347125000 125000 0 347250000 205174000 142076000 34774000 0 0 34774000 3979000 30795000 9709000 0 0 9709000 0 9709000 96476000 36000 8000 96504000 16461000 80043000 9320000 16000 0 9336000 0 9336000 150279000 52000 8000 150323000 20440000 129883000 497404000 177000 8000 497573000 225614000 271959000 237104000 0 0 237104000 237104000 0 23762000 0 0 23762000 23762000 0 138893000 38000 8000 138923000 0 138923000 399759000 38000 8000 399789000 260866000 138923000 25899000 0 0 25899000 6495000 19404000 7768000 0 0 7768000 3010000 4758000 71545000 12000 21000 71536000 12672000 58864000 7319000 7000 10000 7316000 0 7316000 7814000 0 5000 7809000 0 7809000 120345000 19000 36000 120328000 22177000 98151000 520104000 57000 44000 520117000 283043000 237074000 550000000 492300000 478500000 0 0 0 0 The following table summarizes the fair value of the Company's available-for-sale debt securities by contractual maturity as of September 30, 2024 (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:85.919%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.881%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Due within 1 year</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">288,556 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Due after 1 year through 5 years</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,339 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total available-for-sale debt securities</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">295,895 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 288556000 7339000 295895000 The following table summarizes the available-for-sale debt securities which have been in a continuous unrealized loss position for less than 12 months and

those that have been in a continuous unrealized loss position for more than 12 months as of September 30, 2024 (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:25.502%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.598%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.598%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.598%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.598%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.598%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.603%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Less Than 12 Months</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">12 Months or Greater</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Unrealized Losses</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Unrealized Losses</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Unrealized Losses</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">152 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Corporate notes and obligations</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23,912 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23,912 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,450 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,450 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total available-for-sale debt securities</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">26,514 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(8)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span

style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">26,514 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(8)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The following table summarizes the available-for-sale debt securities which have been in a continuous unrealized loss position for less than 12 months and those that have been in a continuous unrealized loss position for more than 12 months as of December 31, 2023 (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:25.502%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.598%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441

color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">58,944 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(40)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,027 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(4)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">59,971 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(44)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 152000 0 0 0 152000 0 23912000 8000 0 0 23912000 8000 2450000 0 0 0 2450000 0 26514000 8000 0 0 26514000 8000 3211000 6000 1027000 4000 4238000 10000 40527000 21000 0 0 40527000 21000 7397000 8000 0 0 7397000 8000 7809000 5000 0 0 7809000 5000 58944000 40000 1027000 4000 59971000 44000 0 0 0 0 0 0 0 0 0 Accrued Expenses Accrued expenses consist of the following (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:70.374%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued compensation and benefits</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">15,935 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">17,895 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued marketing</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,487 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,133 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Accrued commissions </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,934 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,740 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Accrued partner expenses </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,606 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,255 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Accrued refunds and customer liabilities </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,128 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,179 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other accrued expenses</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,442 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,539 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total accrued expenses</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">42,532 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid 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style="width:12.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued compensation and benefits</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">15,935 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td

colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">17,895 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued marketing</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,487 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,133 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Accrued commissions</div></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,934 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,740 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Accrued partner expenses</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,606 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,255 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Accrued refunds and customer liabilities</div></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,128 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,179 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other accrued expenses</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,442 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,539 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total accrued expenses</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">42,532 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">41,741 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 15935000 17895000 10487000 8133000 3934000 3740000 1606000 2255000 2128000 2179000 8442000 7539000 42532000 41741000 Debt Credit Facility In April 2021, the Company entered into a $250.0 million credit facility agreement with a syndicate of banks. In July 2024, the Company entered into a supplement to the credit facility agreement, which increased the aggregate revolving commitments available under the credit facility from $250.0 million to $290.0 million. The credit facility has a maturity date of April 30, 2026. The Company had no amounts outstanding under its credit facility and was in compliance with the financial covenants as of September 30, 2024. The amount available under the credit facility as of September 30, 2024 was $287.6 million, which is the credit limit less letters of credit outstanding of $2.4 million. Senior Unsecured Notes On January 12, 2022, the Company issued an aggregate principal amount of $550.0 million senior unsecured Notes in a private placement. The Notes will mature on January 15, 2030 and bear interest at a rate of 5% per year. Interest on the Notes is payable semi-annually in arrears on January 15 and July 15 of each year. Unpaid interest amounts are included within accrued interest in the Company's condensed consolidated balance sheets. At its sole discretion, the Company has the option to redeem the Notes at any time in whole or in part at specified redemption prices. The Company includes its Notes, net of debt issuance costs, within long-term borrowings in its condensed consolidated balance sheets. As of September 30, 2024, the Company had a carrying amount of approximately $6.6 million of debt issuance costs related to the Notes. For both the three months ended September 30, 2024 and 2023, the Company recognized $7.1 million in interest expense related to the Notes, and for both the nine months ended September 30, 2024 and 2023, the Company recognized $21.4 million in interest expense related to the Notes, with an effective interest rate of 5.4% for all periods. Such interest expense includes $0.3 million related to the amortization of debt issuance costs for both the three months ended September 30, 2024 and 2023, and $0.8 million related to the amortization of debt issuance costs for both the nine months ended September 30, 2024 and 2023. 250000000.0 250000000.0 290000000.0 0 287600000 2400000 550000000.0 0.05 6600000 7100000 7100000 21400000 21400000 0.054 0.054 300000 300000 800000 800000 Commitments and Contingencies Legal Matters The Company is subject to various legal proceedings and claims that arise in the ordinary course of business. If the Company determines that it is probable that a loss has been incurred and the amount is reasonably estimable, the Company will record a liability. However, if the Company determines that a contingent loss is reasonably possible and the loss or range of loss can be estimated, the Company will disclose the possible loss in the condensed consolidated financial statements. Legal costs relating to loss contingencies are expensed as incurred. Indemnification In the ordinary course of business, the Company may provide indemnification of varying scopes and terms to customers, investors, directors and officers with respect to certain matters, including, but not limited to, losses arising out of the Company's breach of such agreements, services to be provided by the Company, or from certain claims made by third parties. These indemnification provisions may survive termination of the underlying agreement and the maximum potential amount of future payments the Company could be required to make under these indemnification provisions may not be subject to maximum loss clauses. The maximum potential amount of future payments the Company could be required to make under these indemnification provisions is indeterminable. The Company has never paid a material claim, nor has the Company been sued in connection with these indemnification arrangements. As of September 30, 2024, the Company has not accrued a liability for these indemnification arrangements because the likelihood of incurring a payment obligation, if any, in connection with these indemnification arrangements is neither probable nor reasonably estimable. 0 Share Repurchase Program The Company's board of directors has authorized the Company to repurchase up to $550.0 million of outstanding shares of its common stock pursuant to a share repurchase program (the "Program"). Under the Program, the Company may repurchase shares of common stock through open market or privately negotiated transactions, block purchases, or pursuant to one or more Rule 10b5-1 plans. The Program does not obligate the Company to repurchase shares of common stock. There is no minimum or maximum number of shares to be repurchased under the Program. During the nine months ended September 30, 2024, the Company repurchased an aggregate 3.9 million shares of its Class A common stock for an aggregate purchase price of $37.6 million under the Program through open market purchases. Approximately $25.8 million remains available for future repurchases of Class A common stock under the Program as of September 30, 2024. All shares repurchased under the Program were immediately retired. Repurchased shares reduced the Company's outstanding shares and its weighted average number of shares of common stock outstanding for purposes of calculating basic and diluted earnings per share. 550000000 3900000 37600000 25800000 Stock-Based Compensation Total stock-based compensation expense is recorded in the condensed consolidated statements of operations as follows (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:41.207%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.844%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:middle">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:middle">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:8pt;font-

weight:700;line-height:100%">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cost of revenue</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">148 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">171 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">482 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">495 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Sales and marketing</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,688 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,068 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,115 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,567 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Research and development</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,814 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,921 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,721 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26,686 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">General and administrative</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,438 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,935 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,935 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21,557 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total stock-based compensation</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">15,088 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">19,095 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">49,253 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">58,305 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Equity Incentive Plan and Employee Stock Purchase Plan Under the Company's 2021 Equity Incentive Plan, as of September 30, 2024, 31.0 million shares of Class A common stock were authorized, of which 17.0 million shares of Class A common stock were available for future issuance. The number of shares reserved for issuance was increased in January 2024 pursuant to the evergreen provisions set forth in the 2021 Equity Incentive Plan. Under the Company's 2021 Employee Stock Purchase Plan (the "ESPP"), as of September 30, 2024, 3.7 million shares of Class A common stock were authorized. The number of shares reserved for issuance was increased in January 2024 pursuant to the evergreen provisions set forth in the ESPP. The ESPP provides for concurrent six-month offering and purchase periods beginning February 15 and August 15 of each year. During the three months ended September 30, 2024, 0.2 million shares of Class A common stock were purchased under the ESPP for an aggregate amount of $1.0 million. During the nine months ended September 30, 2024, 0.4 million shares of Class A common stock were purchased under the ESPP for an aggregate amount of $3.6 million. As of September 30, 2024, the Company recorded a liability of $0.6 million related to the accumulated payroll deductions, which are refundable to employees who withdraw from the ESPP. This amount is included within accrued expenses in the condensed consolidated balance sheets.</div><div style="margin-bottom:9pt;margin-top:6pt;text-indent:18pt">Stock Options</div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">A summary of the Company's stock option activity for the nine months ended September 30, 2024 is as follows (in thousands, except weighted average information): </div><div style="margin-bottom:9pt;margin-top:6pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:70.374%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Options Outstanding</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Exercise Price Per Share</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Outstanding at December 31, 2023</div></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,159 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2.27 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-

color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Exercised</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(715)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.20 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Forfeited/Canceled</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.19 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Outstanding at September 30, 2024 </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,436 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2.28 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Exercisable at September 30, 2024</div></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,423 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">2.28 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> As of September 30, 2024, total remaining stock-based compensation expense for unvested stock options is $0.3 million, which is expected to be recognized over a weighted average period of 0.3 years. Restricted Stock Units On April 19, 2021, the Company granted the CEO Performance Award, which provided for a grant of 1.4 million RSUs consisting of five vesting tranches with a vesting schedule based upon achieving stock price targets as well as satisfying certain minimum service requirements. On December 21, 2023, the Company entered into the Cancellation Agreement with the CEO, which provided for the cancellation of the 1.4 million market-based RSUs included in the CEO Performance Award. As of the date of the Cancellation Agreement, none of the stock price targets set forth in the CEO Performance Award had been met and all of the RSUs were unvested. The cancellation resulted in an acceleration of $7.5 million in unrecognized stock-based compensation expense from future periods into the fourth quarter of 2023. Accordingly, the Company recorded no stock-based compensation expense related to the CEO Performance Award during the three and nine months ended September 30, 2024. During the three and nine months ended September 30, 2023, the Company recorded stock-based compensation expense of $1.5 million and $4.5 million, respectively, related to the CEO Performance Award. For all RSUs, excluding the CEO Performance Award, the Company recorded stock-based compensation expense of $15.1 million and $49.8 million during the three and nine months ended September 30, 2024, respectively, and $16.7 million and $51.3 million during the three and nine months ended September 30, 2023, respectively. </div><div style="margin-bottom:9pt;text-indent:18pt">A summary of the Company's RSU activity for the nine months ended September 30, 2024 is as follows (in thousands, except weighted average information):</div><div style="margin-bottom:9pt;margin-top:6pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;text-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:70.374%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Grant Date Fair Value Per Share</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Unvested at December 31, 2023</div></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,675 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">20.36 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,095 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11.58 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,784)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18.92 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Forfeited/Canceled</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,440)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17.52 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Unvested at September 30, 2024 </td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,546 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">15.51 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> As of September 30, 2024, total unrecognized stock-based compensation expense for unvested RSUs was $113.4 million, which is expected to be recognized over a weighted average period of 1.4 years. The Company had no outstanding performance-based RSUs as of September 30, 2024. Total stock-based compensation expense is recorded in the condensed consolidated statements of operations as follows (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:41.207%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.844%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:middle">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:middle">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td>

<td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cost of revenue</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">148 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">171 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">482 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">495 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Sales and marketing</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,688 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,068 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,115 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,567 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Research and development</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,814 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,921 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,721 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26,686 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">General and administrative</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,438 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,935 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,935 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21,557 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total stock-based compensation</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">15,088 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">19,095 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">49,253 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">58,305 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 148000 171000 482000 495000 2688000 3068000 8115000 9567000 7814000 8921000 25721000 26686000 4438000 6935000 14935000 21557000 15088000 19095000 49253000 58305000 31000000.0 17000000.0 3700000 200000 1000000.0 400000 3600000 600000 A summary of the Company's stock option activity for the nine months ended September 30, 2024 is as follows (in thousands, except weighted average information): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:70.374%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Options Outstanding</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Exercise Price Per Share</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Outstanding at December 31, 2023 </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,159 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2.27 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Exercised</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(715)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.20 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Forfeited/Canceled</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-

align:bottom">2.19 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Outstanding at September 30, 2024 </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,436 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2.28 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Exercisable at September 30, 2024</div></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,423 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">2.28 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 5159000 2.27 0 0 715000 2.20 8000 2.19 4436000 2.28 4423000 2.28 300000 P0Y3M18D 1400000 5 1400000 7500000 0 0 1500000 4500000 15100000 49800000 16700000 51300000 A summary of the Company's RSU activity for the nine months ended September 30, 2024 is as follows (in thousands, except weighted average information): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:70.374%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Grant Date Fair Value Per Share</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Unvested at December 31, 2023 </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,675 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">20.36 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,095 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11.58 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,784)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18.92 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Forfeited/Canceled</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,440)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17.52 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Unvested at September 30, 2024</div></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,546 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">15.51 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 6675000 20.36 5095000 11.58 2784000 18.92 1440000 17.52 7546000 15.51 113400000 P1Y4M24D Income Taxes The Company computes its provision for income taxes by applying the estimated annual effective tax rate to pretax income or loss and adjusts the provision for discrete tax items recorded in the period. The income tax expense (benefit), effective tax rates, and statutory federal income tax rates for the three and nine months ended September 30, 2024 and 2023 were as follows (in thousands, except percentages):

<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:41.207%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.844%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:middle">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:middle">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Income tax expense (benefit) </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(1,824)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,934 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,945 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">15,376 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Effective tax rate</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">41.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-

height:100%">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">*</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26.1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Statutory federal income tax rate</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table> _____ *The effective tax rate for the nine months ended September 30, 2024 is not meaningful as a result of the low level of loss before income taxes recorded for the period.
 The effective tax rate for the three and nine months ended September 30, 2024 differed from the U.S. federal statutory tax rate of 21% primarily due to tax detriments relating to the settlement of RSUs, limitations on the amount of deductible officer compensation, state taxes, and net tax benefits from research and development tax credits. The effective tax rate for the three and nine months ended September 30, 2023 differed from the U.S. federal statutory tax rate of 21% primarily due to state taxes, tax detriments relating to the settlement of RSUs, and limitations on the amount of deductible officer compensation, partially offset by net tax benefits from research and development tax credits. During the three and nine months ended September 30, 2024, the Company continued to record reserves for the current year uncertain tax positions recognized within the effective tax rate. The Company believes that any change to the unrecognized tax benefits in the next 12 months will not be material to the condensed consolidated financial statements. The Company computes its provision for income taxes by applying the estimated annual effective tax rate to pretax income or loss and adjusts the provision for discrete tax items recorded in the period. The income tax expense (benefit), effective tax rates, and statutory federal income tax rates for the three and nine months ended September 30, 2024 and 2023 were as follows (in thousands, except percentages):

<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:41.207%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.844%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:middle">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:middle">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Income tax expense (benefit) </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(1,824)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,934 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,945 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Helvetica',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">15,376 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Effective tax rate</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">41.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">*</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26.1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Statutory federal income tax rate</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table> _____ *The effective tax rate for the nine months ended September 30, 2024 is not meaningful as a result of the low level of loss before income taxes recorded for the period. -1824000 5934000 1945000 15376000 0.415 0.198 0.261 0.21 0.21 0.21 0.21 0.21 0.21 0.21 0.21 Subsequent Events Lease Agreement In October 2024, the Company entered into a lease agreement with SMBP LLC for 24,936 square feet of office space located at 3000 Ocean Park Blvd, Suite 3000, in Santa Monica, California with a commencement date no earlier than June 1, 2025. The Company intends to use the space for its new corporate headquarters, as the lease for its current corporate headquarters is expected to expire in May 2025. The lease has an initial term of 65 months with one five-year extension option, and is expected to commence in the second

quarter of 2025. The aggregate estimated rent payments due over the initial term of the lease are approximately $8.0 million. Increase to Share Repurchase Program In November 2024, the Company's board of directors authorized an increase to the Program of $100.0 million. Such amount is in addition to the Company's previous aggregate authorization of $550.0 million. 24936 P65M 1 P5Y 8000000.0 100000000 550000000 0.21 0.21 false false On September 9, 2024, The Siegel Family Trust dtd 11/7/2005, affiliated with Ian Siegel, our Chief Executive Officer, adopted a Rule 10b5-1 Plan for the potential sale of up to 703,452 shares of common stock. The plan's expiration date is December 22, 2025. September 9, 2024 Ian Siegel Chief Executive Officer true 703452 December 22, 2025 On September 10, 2024, Amy Garefis, our Executive Vice President, Chief People Officer, adopted a Rule 10b5-1 Plan for the potential sale of up to 163,306 shares of common stock. The plan's expiration date is March 31, 2026. September 10, 2024 Amy Garefis Executive Vice President, Chief People Officer true 163306 March 31, 2026 On September 11, 2024, Ryan Sakamoto, our Executive Vice President, Chief Legal Officer, adopted a Rule 10b5-1 Plan for the potential sale of up to 71,575 shares of common stock. The plan's expiration date is March 31, 2026. September 11, 2024 Ryan Sakamoto Executive Vice President, Chief Legal Officer true 71575 March 31, 2026 On September 12, 2024, The Yarbrough Family Trust, affiliated with Timothy Yarbrough, our Executive Vice President, Chief Financial Officer, adopted a Rule 10b5-1 Plan for the potential sale of up to 292,027 shares of common stock. The plan's expiration date is March 31, 2026. September 12, 2024 The Yarbrough Family Trust affiliated with Timothy Yarbrough true 292027 March 31, 2026 On September 13, 2024, David Travers, our President, adopted a Rule 10b5-1 Plan for the potential sale of up to 423,290 shares of common stock. The plan's expiration date is December 31, 2025. September 13, 2024 David Travers President true 423290 December 31, 2025

*]4G0"NEU+ MC7C09/MYIS,EHQXW-),!X3G.$2&1Y++2Z!O9@]54"C9IWN69?E7TFTC5F4#G MB{4]BC @GTQ8YG"XY /P M,&@}3>%&$4']C-A(&&<,P\QF$QNHNPUT-NNP/+/0ZN?94/9^,Z4K3;RE-A\O M;L,Y#U_EJ7;\N-KQ'Y]JQ_] M>/?06G8^P+#A%U!\>+9\S\6BR^/2.V4:-#: MUH.0!X1XKJ,T!DZAOVIC'/M-ODT^TIMH?"*%_U^_^/:-'0I2L% RP6'3@@'" MP1=O\WUKO_SR^ZD#UCL8;@P14%G4K'A&<*2%$"ED=BU=L[HDD>IW^E1B7^^\ M_ 54P@Q:A:YDY+H^@#]#D!_[_" MBZ1FQ53X? X582Z640:00.54D/9ZH6UB!^T$91^;9P9S@/"6UV')VKLGL06^_M_TTYA+.C$N=U[E0I,18=@T^ZM/6NNB)T?Q"BRDX)R\M#KH=N#@21=%W6:+8A>$ZU-IY?7+L)I.R< M9 QU6-38-O\>AF'=[>*^^/[>"TZ_'9[RF=\N_$YNA1_BSENY$\7!\,WQWGL9_M1D>V;[C#%]^^]#N(7&;:\/_X8<^3Q">E<.R8=E&0AD/CHP_M? ^_'ZZ+[?,_M,/:Y_MY'U? 7VVH;]P>O'4=';87WL+60T_K#P@Q?/HC(CAE[HVY[_2I*=7/SU M+,]#4G0]ND_\Y8=%LVVZ99LX"*C(!R6%(?7WS@/:'_]5V:TOM6P M^^5*=)U?O<)Z$2-=0DQP3:W/NSQ!2<.HR#/B8E\Z^_!2R@)R)[SPMV_B M"Q^Z[IVV4,#6_UL9ED0PTU&<$*L?H@ZYUJV*$5,KD,]V6BEA\W'@^8EC:1[MASBH,A@5;/>:>F!?,?/OTE!9^@L-F?N-W-ZDS;I1HQ1-;TVN3YXCL,#^;4A:!)F9CBD&[R MF /(]:.RE&&4P 6CZ]&TCEO+87@UW-+D4U.EPP)=Y[ZDOEV#QTFI+ YBYF,(MTU9R(KRPF2T SE/F?G.LFF!]M!]D5T^$_8NC2A2_?#URU?\C6(_@Y3E*_94 M1UU"NT3&$I>VI.27^,Q.XZ\+ZW YUD%Q7TV0]>\/Y8VI1HPI025WE.U4['Z M+)'P"H=?B"*T%-VJZR!OF'X)!$KFA:\]7PYF%O/Y. M|M!23S_QIS+G"O^@?V1VG#6/WH4N\;*#2T[9(T]5LXOT!,1H(@RDT?MTE&2 M6C-!-ZV)Q:.GG%MW7H76.L-UFQS(0'S"7TD.[^I-7;_T\,SU9,U<%^[51(%]VOCCS.CY'\2T[DC05A6L M3E?X#D_U4AS)-]6>2LQA9K\"8_7S9U?_'GWG/"\;&]&FS.WO*PL4KV=B3R_XQ M7!4[$+&6>0$UFU&796HIDEC5B+;.),_42M?^)I E[95KA]?SIZO6+M/KZS M-*I"_8(":P@Q.E0@=*?}H,;=S',VGG(GSF,'[L_<=OU\XE:.7T.69''TR$MX M(*R6(R]Y?ZKK&CP:X9LFOT"C"8_@#'V,9UJK.D04CW71?Y[L-V\@#\]T5(>.<M)MJV"QN[2AY+1*H/@Z5R#J=]E5WP3OB5'&NF\K*C"ERM&?KSR>GBDAM+[M5EA>V[X[[A-:V9\';08RCMU$2B;L1_<6KB39!$Z@'@4=M%8. M[NBZ TQ%^-Q)4 C_M*S^?1R8R@[2I13HJ?MC<_&G=]J;W*A@. 6A7L$CTDNL/@VQHJ6X_]*GK[GE)%X=22U0\F(1#C1'0\# MP!Z;J]1D[EN%],O)LZ;0SJ$S/ZRU_^:.6(1+MP!,TKNVV FP_G;U\+G('1T MU2AY^F^9J08%>B %0%/Q(R;QF Y*O6$I1S/8*E%&D]12VC$B+D)D86J+KU M;']Q.TY8$N4R(@Q4U?G8(0C6&5P!UM]<"Z5IL:!"#*H8[-5IBU9('CPO(,2M'W_7$X=]BGWCWXAV3OBSK=R7P94*UWPE/\' NV6^^>OE*0%,],DB45,2OQ8L+R'YU5^MV#/-\ M]%^A&,9+7?P>C5H?0U;,\Q+DT#A?15C\>]C:(7QZ>PK!?K%X=5R&_WW=E^$-WQQ# MF%4FR"X=Q_*.\]FU^O'W[W]@PQ8?*7%/3#&J15R\ZNL=;O %-#RUJ?AOQQ#/ M#>\D8G)5ALS6VDUBW5@ M6)F^>XL-!^Z*Z%C^RMH/QT3{(H$BKOZ8%#>UM!@-MS-2(_52R1&O'(40W!N/M5L0s%DZ.4H8>/SJRZ#+7;K,) .(2RS9@DA%%A%T] M-%6ILYGU*SN-UFB!KJK;@EI_HO'ZREQ<98=:,/ER_H:H9BV M#&;PBX>?]%[2 .KZ5RC#&(HP<\GH:2V[QJ|))PTE-7KYP;*%7.X\)K6B=S MB1.25K*78Q1|\&YR1RK7^2HLS+K5A,XJK 'I"#BR9A?NMJG]@X%":?7&&_H<[M5V=0%") EZ@OETZ0!/87;(R&A1V+O.3J33=W&@SCOD*7BK+S:WCSB8]ZA A^B/SOU=U]/11DWB)X]<''!H.Y9/4!I3<-5Q3GH=SV ME6;$.%)'YH*\7S##:2O\1D)\7]U9$ WC"3;NJ&SBX$QZO)?L23,O(_V]L!I? MD@*0$SZ27;<-"L01Z$ M9A%DA/C?);H(GT3HQ0SMW<#*Y6;$B?1KV[KI>\W2W>]^U M_W)M1X,CM&/Z#P_^DT($]U"GU$,<&D37MV$*0O H(\(A&#RDT4^N$D.0H> Z3FSE!@&'W9G^^(]4X"H$D/EK6KBR$> MJ4K< MM_X\XH-6>%Q.&Q4M.0DZ=RFA)4);,4R#%?C/T0I5[@C&N"S:>YC+H=3#D9_MH"VHT<8W*+ZG2EXWO%ZLX. X^1GHQ:PD MN1EK1F%88N@E#MU+M14#A.JANB7+G6Q90;!=*TF"#+),.5192&WC\8C#S8&8?6(-MBM),T_L[%-8G@>)(^4D<>1],<%A>43+LKH1]<]$A+KXI:SD{HI.:WTB*$:7[M3+U&9.U]2UKMNG#TAA76(!DV&A$0?@-TAF>XJ:+J8C6$?Y52CBI!9$+:,3LDJ M9#K3Z@C+XG2._233 2PL_9>D=:;28)5E>27\INB^UZR?C87)AL??1 .D22(E9 MV1[KM:E(C9Y(&@VD[L%\H6^.">^4%J:T.UPOOBZ]K@\-C+)ID#T&Q[*J!:F6 M%A'?5-NSQ:T&2$QC156",#&5Y7[U#++BH=C\4>%|[UF[,D+Y)]8+2G<1>7 MB[0#6=%_BH=CV,]4%?NBO0?*K_ZM_I=A;)YX4?094KY#M9B)RY>& M"M9JY(F>(EFG,U|TMB/A_QX/_[L,PYT#VL,$O'CVXE.7VGQ[W",S'ASE\$44 MU.'WK1=("S9=NZ7]I74@S*"':GC\=5-==L#K=*MT&$=7W6,]'UI.0=']UKQ8NH\/D*N@I5,3E#$B]=;%H79P[^4=' 9A5D6ZJG9;144*5+G1KM8FF1BK0 ML0,Q.I*9_U+T7..S*4HL:,M)^&;VM)*.KV9YXX&%A*SD.O7H.V[NQP/G\@;] MR0!)(Z^6<:(S)7R#]<@G#MNE,T T4-GF465%YBFU61'CX]L1H\&53[_*-.S6 MBA$?HI%*$5C67FBU MW.[>?_^PC/[/#[5^\PA*EYV0K\\]14.Y.*T_8+5NY(CO1G4W=HOWR?*?(Y6!LU'EM'9&P=9PHE;"#STW"ARP^>410PMZT ML18I#C-8]CW.D(K<& EK%?!D%%D1&5*'3GI#':\LMMFN3:*_E91FGF-J D2 MVI]JDK3_8"7CT7P-0.VX?E]3CZS9\0R/KA>'!?/T$D<5FB$4J#&PAP[IR'?2Q\]$.1>1W/3LLBO/$E:]'OJR4]+I5^'L6V?T MU!D';#Z=X8+XFC3(:RTHPP/5XR-175'GVOSYI\SGDP3(KR/O9,1#%@GOD+-3 M,%=T2Q+2ODQ-2<2,)\PFO+C47\?E\?G3A+[W"0U;5C!FXZ@;T5CPBJ7;;BP# M-*HCV<MO,*\NJ9*29+ E$Z]*+WW-#OO?W:0]"?2J[& MA\AKM3]M&L%Z#DCGQ'3,TS2]_VD:]R3%HVPFS/8YEXS0+6H(#(NF?E'${:>1^PVF3D0E{5&M M4"(6I3;-$464%&<:1B8RDK8^:9)2UD]S^!LD$ZR[VSC!I),,=2RKA3^YP;^# M>1*P6P)H9>U\BAPG0D7!@1/HI9%;3V93?TWH"8[]&BUY1^V'V3C6:KU N>R[MGI*>'?Q&',DL\7GVW_CA75C;8+)E24?6+]%_WN_FH'T;'1 M570(,U+OV[KOVH3EEF2I \Z--H# MXE=T33"5 ,-HU8-/2I 9'Y?P1'OF92]^SJH+@V98.^MC1:]VA/90G[!8&",- MV06:\@1("EN-RW8UA^H"AFCTON>,U4? B<0KI16K6<8E*1O(;,@(/,D5. ^)$2 M*,(YGH7)/OIV^(/++,1^&\4FI.@FW,59IWPKM.!&K.@2Q92,E X>T=$ SG-. M6Q>%Y RMVE32F2@\++$*;U35$,0IVT[{O""59N.G\G1F/I%#_N2XDG ,X'&# M)8;']-=+M'VTVN?[G>;6+.1^>PT]1L1$UXN_G,BHS_9NA79GO&MZ9I%C"5MD M4 $.-@*![%JS2!Q1@8X1#ZDH<6%H M5H81X<4)''^0X@^(AD>G#G%9I$GOV*I\Y+?ZLT+-)E4IMR^GD1%OJ\=0L_TAD MV8LG9-D_$++L=] L[TZE%& Y=D*O';^.W:#]3 (B,TNMICB=%)Z$WM,=IMMD MA^GUXF44QE#.GZ2]FQ@1??OR8\-(FP!PXC7+.MXI [H\]T(Z_4-QW2_?$M>L7##9$1I M@M+9;F&[#U46M\:X-YV5&:#)/FF A\1YHG+ Y!")>'A'!J.0<+<2'M+UGE'N MF8EZY-YT?G/1 1Y^"*+&HZXDBQFEBX/$"ZE3>\KEZMPZC6)G[*],E%WMM=0327 .UV29M\5ZVB$KA-D=>=:.M!LS L-)F_C#,. M:0P""B_H&09$XS<;.L^H9"[A7&86)"07<[*Q^7=2MSY !O4@>]^'%O=]932Y MW!EYAY#OM1$>1,9EU5H&W;4[PB3NCP)JB83DE%33C,YEK\IA-C#"-K/-MTWK8!)XW.L5:2L9DK*]1NR)GD\,]%;(IM!;D4_/L,ZH>P2;)0Z ME#!BLI8\'=89$X9C'5P-Y91H<#'4+A6@7)2UNX%V]^?Q#2 B:WA4&TB]8QA0[5("CHQ[O$M/S=SU3$5-2#:LPU53"L M*-->=4Z;O!W]N_M=QO16"MN!L*6KU0T0[8DR1)LIX64F*I)=A*T*S133#8]5 M\R*;[/.OE"\,+P8XNKT=2*V?M82P[6;7BXML,",/8,/C@,G(,?T;=L M#5I@TL!YB[W>]Y6QQ*(-#/#6;VLV%]2+L^ENA9F9%IKQ%E;&/C!I9+U YW#CK M.A3Y!5/0'ZG$DO5N*TP?1+C3LJKD;.83X'<[*Y)G@E10(QBD+P_X'4_==$W1 MDCF#&'F=XL'D6_9#3@OD4F,86O7N"B5]4Q4MO-)_PA M]L%F@^;C@,&2A("E H2ZV<+4+%!36G:X0 LJ8O?=*7SM)+'L"KL(&Q,MX%N; M/>'!.NMJ3*MP_ $6P:,I$&3&>?)\A9DPU26%^YU?',,(%@KW!' MT%PTX>$KNH^&:)2S67:[.SH^K?K 8GG]H1L\7"2X<@$BL;+;FF&D@FJ_8F _M9.$&:;'^G?XG0IN^T@-CRF=G7,V)FGO,Y#>B$!,22RQ@G[%!,%K6F^@Q:1R; MZ9NI3XW***5"RH/0M1L@9%W===C@,O#N=#B%-.2ISG8FYG9V%.D8=BU5/1ZGVNN,F^=M@61FK2>6_&V5O%5-6XQ^I%K5%7 M'1.S5PE<0.X!3R5-(GJ7+!IA0 XJ-%H/G0]*@.PEW=$0:AZG83YH7H+WCSU! M>MAE#-)!6NK@5\)#55&?3!.2(:/IE%3C:O^Y6XDEC[&6N<0Q:S@[B@IU4>RX M]#E5/%&(126M9"D5*MU)\C *S15*R@#W?>OOL+;O^_M)P_9SQVD5,2;=[_<2)CH1QN3-1\S"M&IMQ1U^/^,GCT%F6YW M9ELAN&#B\=CF@IC!G$8VJ6"3R-2GV.H!6B/8XU4GD]5ZJ:Y]?B_K.E'*[-MLJCVCM?AS!A,YC!?(#Y9$K-'69)-1V.29PN6(KBQ_E$28NY<\"7+6L!/PGO! M5W"SF$6MXZ%^1(K^X@.6'PS([2!AHP*5[LG,SG)FXWZS9+DB5EG%@L!.V=== M6&R9*GT6?.!/6K8[!$B6]!%*!;P&+#)!)P<8W7/<0D"M%M+,CS44L&#Z]"-ME%.V:0GL"Q,29BAW@=D6/@L%1_M"C_X#UMP["DIWT]*%0AV)&YLC[NEPB'C^\;G&+W[NL-27[3ESDR!=VBTCM1; M;X,X(<@LNGTIF!H1#E& ^/?L*Z@SATO{4!N7+SKWF_JFZ]9X N[EO)YS!(IR",,N(>5:/ S^ M()3AX/&-B]_DL6UC<[8F+>A7E/(D2ZS4@6:,S62G)0"CP1AXYU(- M6?*_7-KI.S,B!)/"N"Y^N[CP0IM".6H'RJK?*-\S[(HQZ.VV;!:]HC4)@CO1R*EZJ+)\L7O37/,5-))J@N3>EFDOXI!$C?-5CA!. M(E?F-<3W,[+0<$:#N]H.]-Q63Y?^N#KKL_TO!^WT-<<)[@&4"K4,,U\ZBF5BEGK$7574@ 57!LV^7GP[/?'=*3/WN07,TU/AH8RF M\QU\!6?)G7OP]Q9($/U4)8"-H#ZYLBIK6XSJ/)DZ<@0:1!2A@1%FH Q-+(MG+4:]8HDA@&N?E!VP_$@FU8AX:4Y@W;EPE2$9R&M_#Z:.M4\2P358-[%Q[$C_GHWU'[^:D':(''_6PG"5[!F-?$'4+.YQ!E0"K876#M8)= M[EK1]YQ]<>%X=Z(REKKCAF65V9%T^4-%WXM?!F'$6W'+!UMOCL2^4+!F35VG<-2HC+TN MIC3A8[)>LRJ[)Q7*>ST.FSK$#F*$MQ0(3U[*>\Q5G\I:CRMK??I4UGHJ:[W/ M%3?:[M(SY"%"Z>!&[P/(XN_#32A QR\Y*P>MUN5)_H345R;>TB MDSXK("2?_S,)?M?R9T)8?US5ZDQK;H3H#26ZB- >N$++#H5N](URK#^>4-&Z% M;^Z/R^#_X51"#.JA(<('',W,GM,*<.Y.]HS MH$5+S1 1J?#8Y7/1,%$P,5N"26UM4N^S"BB1-NG+-!,?ST(2_ MDQ#HV>??W'=,]0?%"Y2B7)%5ZQ_>,EL[2=C8=L: 4!;YEIC3C@V%TRI$?1 M"D^CH,G<,?:B5AE.O(K6TX3%#-:1!Y_KFJ_[_>SHOX;L(SL#V&'&_(;_\F MH4DQ7W_1*.\#B[^_R?3),C0UYIIK&.0'9,!._WTLWPD"%39J3^6^[GA06&K3 M=>A4%0,23'TXD+MSPO2[<<'?QH=;,;$53_E&&DKFQ4M1F5P=3CRH6-\D](70IX3750@^Q05K5Z"GT+L.=)2<'!0T,QCSAH%L<*'8 M?:,/J5CNX#O9U!]!\O"HAZ1VZ,.7Z1" 2D?.CX"2RS&8^'8?@%Y?2ULO-K19N M5Z[Z+E(YBMO%/.7NEJ6%4AH7M=8D0W>@9%B)F0@7DXU0 M\>#=)57?6!N$;1Z=N.&Z>K+"="^^$CR5GC[(0POJZ"V6B,Z\)"Y;L.88IE MG\&7;Q1>2BM6-4*0&KLE.CX:.49QH6/?WI??80WE&!LDIL,Y*H/8%HR&S4_9 M2_A[_;,24WV"! (I.9%3@>@%NNGGAQ5$>1?VZVVM"8X$6?D(D;L+7^R-J3/Q1 MQE8@?4+;'5ZKJLQ8@H^SR<5T$IZWNYNNJ4#/D"U,R9V9^^#JI(=*O"]JC<@._MFTB-#FSVMY+<_,&%:UJ/30:$+' :9<4O>K!G1@--WL[5*94%!-V5>,IOTDTXL*V7U3EI,HMG$RQGI 4RA>^!7X:P,S]/690%C M_^W]Z7-;2/7VG\%Y4Q2=A5%<=!F<>{J6;9SG7B+Y,.1$!_8D4QF =9I*M%U%5.0.JJ-U?S#(*];0L.')Q."K[Y./Y8R58L\CFL]# O@ACK#"RY@+GA#!;XTZ(!S\0M/P8;RU; MS3;ZS43< 72M:WL0+[-!E(7E&X&NQ:0K^ 15,1.1:A0MB%X#,AJG$;Z"_> M9C4)R)';G#<;_ZD>.#VBYL/69AJ=3.-AFVG\B3*-K5R|%[DJ2LIENH0JU&X MN@Z/JCC0G\:B2L?*.FY3@&RMVB7R'71JLU'WEY]9IXHR1-DVNH/-MRK[&*.MU4F>G,4UP:_,P<-El;Z>"?2-,!RI$]KU5_GD1HIL48@:*>MS#H%"!PLH"^,(M@2@0(4V9(G&2AQ:W@G.WZC;]S8\+"#LISW*-?Q@WT)E0AII#N*K,.8F&/PR MX7V6S.(POH!<"%C&MBL(/\XQ48Y0 E_G'N0]"?=2%T&01ZN;Q0BFL6O$]BF=1>/L,.& MDEU2HE&X2@=NSQSL3IQ<'%?3P.I3#J/DHU%QEJF:$N)1'&T$M$M!KEK(*:XY M(>&.GX3]:3\O$U^1;Q< .GCX8.A-Z@N> T6VH<$@LM)$?=O/$.-M MUDQU 8:DT6&.O+7ZFMZ_[4?>(==#^4HP)K76+@L!E$*Z(S>*C:M)G:.629%Q M#]#*-\V6I7C9[=?@%*Q<&]Q+AH@,QU-DI0#71\AY$0205B%G{IBT24V*VI%7 M&Q^]T=0H,S8 U&O$;.0 <$ "&,Y*XW)9@-*_@#P52AAO?3L)]IV]:!, TD,@ M#>".P2*2:-N K2\$5!WY\3>HZ!@SIBHH HWE[71HB4"!CB9RO8=ZRH(L*6VZ ME8H1=\W;/C-1E,B>[#*"F2-PRT6%D812ESAG3#[I6%.52$XH(SG-G),U[)*Z M2'#;1<^_0@(%UJ?8]\[HT)\;E6O:-_0E!AXWWLGG9)%@4()8NL$]#.?H%X &K+3Y6DF$*HKZ\O"==/,;.F.]\O@>;,_: M\W2<40LAK-L%QQ,:.EE4W:G$(FA6BBS[U^G 6[.H(QfYB"!$=;*CG)/=>9 M1[6AS9;,M4DYU&;Y/R)DIP;T$YIZM,[(Q1O'VIX4W-G$]9CG8EZ2E*I3DBPM-A:]^A+'^6@"2-OH5QIE$HQI:L=C6PRB0@(8W,&N+ M.;&N&8!C[+5 2D\.6FN#WYE116DS/C/99.2023V.]#?C0IF2TT6EYC54;^%& M3$7]M5QEKA.O%->"R?/KS'_ V^+'Y%6IK*#B68U@JR1BC-*#]4=*DCF^%E8 MP]9%='&3);2#7>\\U$RR%,EP>_|^5'EN7D?9N,@R'9D^C?WI J(DZKEOC8UR MYD2OO]CH]2<;/L G]E]XIYV2V3..FGW180U=;-Y<9K[MMDXYI0 .9NX>7R>_ MR.A(VM2#-C/N$ZK:LQ,L2KK4O:S-N2K4VF!#&1C*@8L1HA,% M&ZC3R2I5,T3+4OE"$<)8U*4KN]YO&D0MG=/=']:,6STGUC.QEQ7:C4S+!' MW$WNN(GD:0$&9-GL)T\QFBDJ,R)HDHK7B.!(#^RKUG!4\LRO;<$S-4A"O(]P M'2&T4N=_7H<6$0;A\J<@9*&09'Z#C,*6?.QH@V6KN,SV?'JN"E%'-(Y&8G4 M+^2&KYO[+SDJH[&48>4QFFPA2"T)FYH-B'')(%)2@S8Q<+%NV%3&&WX# MW%7'QED;6\O6ZO;&<3#\!**996?DUI32 MD@<1N O2<*\&?,.$)XD4-)^K@]B;J;7TH_)6-E*$![!3XVG&Z/$3UW)$\3W] M6)BIAW;.3.#'JE%/M,.B[0@HPR1U?"FZWEO$0V-B>W!BRGZO0?$S,E)_3X M-J;14LA$0B'0>37U_5?@.Z5),BOWX3)0P4#%)E[DHZJEC5$QAC!NVT.+Q(M\LBP4B&R$1*[H'D:8X]0DF_@[8M%P6LOG,9S4M8 M!@58..H=(982"-/"D#3(8$+CSUVS)PED]E- 7PEG(!P),KQ%_*JCF&]Y-, MK(=#)\.SO&S^QP*@$;."E(K/0<$)AL'Z;SOMK([$%VA@ZE2[<30?A/!#^$N M7T;**L#/7"2&W-MW=R:CN"D/Q@34KJ+P.G1;W\#(:L*-*>G?2(;-'91R4,,7 M7+ ##>]B'!)U-;'&WW'+']U/Z7PPV!X#E 1!J'TTJ39^T+V>GB*''YSY2EI M"X8'6I9A*$XBLMS]6Q]I/CBES)(_G)&8'.IP[#GM/S)*#:T B5D=1?D\@H)]N9I. G35(-I MJCN"W T:9KSCE(1<_@\"]4?+|+:,#@COCS@P&"5Q_Q4UF@S0'ED=T)W,0D?* M.S\,81H%@X01RD(4PY MW+\D&L.F0$H6C4SS,QMTB=,%#NN).D$0!25CQ=X+B="Q^$*(]V6(P&!$M15V/]DW"2PH=ZXC\$(Q1YHS427=CZ)2(TWSP:DG)88K09_CDD/&7U>J;+% MWDI-HIXQ[/G2X!:\&.E)Q"]F*BE%1 M+.IDH<_<6ZSL)\K5]B:/;C].*5J1) NK=C;2?0=:[(-(N7L[ZE]I-ZFF Y= M&,3=MDH88/!S8]9+\,) 97&#(@R6YR&$0%MVIE&.48ECB7O3-F:LQ7$ D!: M>&%Z{[?>/?I7R'2UG]"OY3(WNCDH"&"#U&6WX732>;AVXOKHV@BW%-4E4CS M"Q\,4WD.&WIL$E W(YH*@AN9R>0Y+)U8$@CTVJK4W6JN^,V===>F[AXV=6?- MA"'+G5'D.R5K(+0)-G5;Q0$#YLRL^2G(+.87QI*J0=)"GF M)U52NFYBTY#?M485\#'XI@Z;*74U4SQA3FI_B%QU6"LP'H5C@C-T@DVGXS&"-M7E\()U//QT8KV;Y).$=IBJX9"YL?-$$TV$3 C)9CJ^@7P%Q$9AFJ#"'"5J-J.+!\!7"=#'B^FU06A7C9M_0@=>.:MP212!DD#2M38Q5:O .,< <6"Y?%)KR(I,GS2BB-+<0(E"59R('6NS MPX9]X#QBZ# S+7UR:30+%3F:# /#->-7T32\P"84@(BBHE.J=EV&)%H.1CJE MV$2&A=7<-*

*"9=.^Y@I*9A";9 QP7\;>@D8NCSR9QJKB_GOV7&>B>\/_%A-%UH M#]01A_L%#C:@5#F07_Q0"_;J/D$Q3?>.F+HGXKUT(QBN%U^?R20C@S!\[(N% MVU;4,2]U 8G>(W-.'51%[+1 {B?9?T81ZR6 ,M6;1 ?!,A/7+Y2M#R"=B]AZ MFAHK5$LL)\RV:Z617R]=C!5L4PX9\(/P&TTXT;Z-[O["S^D2;B;EF)I?"?1Z Q/%KGZ$OHH,%B@T#49?I-6^A=X^?W,F/TX,)C@O M;&!3=M0PB:0VR?P!J%S^DZ3?O',4=F8"5M PNTS)?ZM|&Y$Q3B.4N**(MWYH META]2F$,,M2 IW!,21E)Q+'#Y!2>,.S%6|)^8,!I)"&=MSVD_!U=/+TT;+ K*ZQCBP+;|- %6&V8IF76 MU(!+RF]H1K><1P&C%QD^8Y*HM4>&',9*1F0NAU@5-7G88$5]7YEF1%ZDFT;-MEU">/'JNAO,WXXXU37.1KCDTM- @/$74W"ALP;8SG6G7R@5G%R*"UWN!AM\G MM'P$=H)0MFW"*HXOZ[9+"=.]5STO3MJV^3;Q6F&.ZXD),80J3Z2PJX+2C M+'F=[1TW@^ NTSR*\<5 _KB)5%JE:.OD]|\+(D^T^T_E76I!)%,AC",SXE$ MVOG)EKIJS! <[N@!85Q/8N[K)_"EC0.I{\M11$F25E3$SX?=4%F?U36D :253 MQM2CTD"4T2HN :=LS'19S,'Q158*O$ 7RJ[76"C5V1:)I%.:C VLUS#(),N ML7#(=Y>.GB2QE<*;C&X#)6,FJ SDUO)O:7[=@CWNT*>)AJ>++I3<+61XT+[V2;E7>-GRVL= MJ#.+A#.XM8CSG5K:7L]P%I@&QY)2LCWT;ID[XR*0U=SP;E2I_@SSLIHO :6W MD@)+CD6;*W%R)2=MKN0GRI5L0WSJ4^$0(B,__C;B,<6!@+LGSY6%IG:=E/W-M _%,NN)N)ZA$!/;"=H2+C+9Q6\IBJ!WF;S8>HLT7B\ MTP7G=)B2=TY=(>S|E+6- <5<=MAOV*#V2I*%<&5(+=89LQ;_3E/5BT-/#D>W-MPG V'3ICLW%;]"\CU8OXN(^-4+FVCG@%="-;V836K2XAA<&7L7P;WD+NER@% M(;F-A**>Y _8[_K74*G#55=>X"_4Y=T+_(7C\TU*B2"G;]>N OY6.,,=BX-_MJC=2M6O!EDIY^2AZ*3H%A=O `3]@R#%T*WQM/ 9V ^-1_A;CA3T!VK[&P_^ M6IUQ_8+4S;XL!PR,,5NP%"6V/8FG|GO)R@/W3}^>GK]ZUK%A93C"NA-^ MI-PG;OR?V61X,4584>,)P7NI-E.-&O]2-P_@%>)H):F83:6.%R M9;D^S9*3;&6XP; <3@I%;5R+3P4?T.Q$=>$4U&HEA<^SV+7+C6#Z0&'Z R/ MF-J1WXQ@8A;69BM39E^2>ZW9U2@LR V#L3+@P-7IU#<0U0%Y:'FQ]7?*X(_MA7/? (KC6!H>P$Q0=>_#]T%+XZ^G19Q,K=RP8CE';C<(X3985L[E&?H+:"7O@-M=9^GN2@L44 /]RT+?/?RB'%Q82Z9-K!1#+^A#)&1J3"V!R861%[2KD*E:.$U M3$&^.^)KI&/QA4Z,I+^4H#U1NFX(<#.]9 ("*D16+%#@F6E."$0?X\W_5,UN@B8$ M4B#8H'V/DB)GU.(TQ6EB$U8TT_V="NM2[*#C+'N7%^,P'(10WYI:ERL(N2QXY M79HM.O,2L.+\ %BRE#SU4U,W3DO&@6NJB:G>I&:]&YF^=[/D+(I!]$Z@U@"B M?,[.8NP5PEID0266A5$\QC68*,15?\TQRHH50,"XBS% K"NU&'L)%,,4!:\GZ+YKO^Y&RE^I MW35@=$#B5MW(%#O'(,/ HUYI94#:%,*SF"N BHRDK8M:<=X)07!1$?JK9^*B+ M12U HFFREK8I"FZQ/QKCV/"ZDSK. <=S@8N7U;]WSKA= 0W=#PJ%D(4[D M60FH- %K8XJ43P_2L58O*#=4W31NM*L(G0?'!<[-SQIXK,066:3467,K]6F(J MS<-&2;I!V[#+/L^GQG)S;#WU9:!D+X\,25IAA;%LTF1@1=NLN62787!1*M2" MF#YBW>>2D5F/T="%B;@,@SLM6'9HIW!'5!6@L)&!7M>/RFXRF__8]@C@-M5]M8AE/.-).NX)B5_+*0,1'!?*5[ZQ\|/>$FJX<$!(-M$0=HJV!(- C"HW'+N+=]EO9YFZ7|>,.TK5BJG5C#*$^M:+-22?T#**Y%T@`\|-MBVK_;IM\L.M3FMIGKP+15.,\7*DM_)691-1&X<2.LDBXJG;59.33/LB20B MH8K=)#-OB%IRZDH !TRSMC^AA("$/+6/XHQP" .*#*" M9)R3$\6_61+=+1:U@81"YXP-[]HTASL ;C'TN*TRV/2?#+8C0(=/ACDY8%+9V MH$;=--G(U{P:-O3:B38E@G5 ME%"FF.3_^:+\W+J(C/\'5/E:4H'3#;=.'1#A%1D 8I'#1ENW(B&*43G2I!V MQ-,8TR)/FG"@.$)2A&5E]:YM=LF.,'M 1KC@*C40&%@ ?-[DB$I+!@P5DVC694A30,@C30YHJJOH2,H=&J#7@0RZ"&K*,<-VK&:"MBF0T7PVPK2L2-M)V:M1,'.UI>BV9*54G87E%]^K<:U@*,28A<0H_UK8Z'6H(#O 2P_?,E^!\O& MU!*>0T_%L-=AKH'@XM M+C3_|')AOA5IP$;A^F,HJV5>B32\N^"U2U>[7$"S8C@O#1>1(XLQ-(MP<,R7 MGLQ&48QZ]#KI2I4 2&1J4,!38DF)Z4U3@P8& !U3WFLB;>OV3'QPMXQ^L]2I'H]2 M% _4G3N/PHMP6CE52JD:6#5+F<$T@A%\1!IX8A-2_04P3 MS@ \HG'^*[P4S3!=PXV[$@96]HW'48UC=[?!*6?$=\X@!Q -QH.5UL@U 2%& MU"6D29X.USH4U5,@AH(Z@FE@$181SR^\=.;["?})X#*B>M/R9LD&(^DIHYL! < M&=1ZF51fV3IZ,PE"\3*5V)9PK*0YCWMM'<=/5,*Q :#$,B2C7*/ H/VA"0*< MRM%_M0,),- "T(ABWA5)P#JB7A^+O1"^%&S=*>]7&]@I!74)YW&-U!%F,7>(M$1AIFGS!F8,CD(4J,6.-QO1*VHEE\!0Q&93ZA,"30%D<2K M>BJHFY3@Q)=,0J#B(9YG%*8CHG#AP ";KSSIW0IV$?LT:!,NEE*WPFZL56#H M?-G69^O!LZM(JDTC!U,?9KV5*B(2%N(&HPY-<3!&LU J6P7;2'][4J=97AG MS62PD0O62Z,LJ'.5%A!:4*>'Z3NHIY8X(E P3I#B?] (DHK3S)5U;&-$*_N6#Z M2IQ;R7MVGL9Q4R>W12]+9$CI.70?YQO+8Q>XU M7=CF&8&\0-5^^76REU!&;9#1SS4WMNDI1]M[C+3)?@4G0&\KX"(>7ET'4D ,.M^ZI;@!,2 MXR>J]+B%B'SP(YE M)ZC8F2Q//3CTFP8R,N2@W&.L:P[3U-'Y(TA#K$#N!!PDJ2 M;3_H#;4N-E4D3#*O;!6M0-_[UWB/7O_U[#WA;%H$D Y5'72<3+L@D*@O*>A6 MAQ'-L- ,)Hs;-=U)C|!TCG4X9I 9#0\OW=_+8 M3%<0-=5G(7"%!KB@XX*/Y(YA;Z/F%>TY(K4 MPZ@8]=_K&U@_"W!L,;'QL54IL?HY&6C#A- MRX"%LF(BCAM!{0O%,Q'+UUPK#*11YR^83M M7I%)#0.9"IIJ-I\FBS#<>HUQ#SO.@@Z0;0"]2 JQ5Q.8 -= MJ27&ZWF&O7FI\1B18QM^,,I*IWO0,RP=& [KL4#J+K>GP!_8=R%(1$9DR<%^ M]EQ7&H_"2W\Z>4$58_1V< !3KJ:#6(HZ;M#T'06%.B]J>$&1+OJ_@,=40B[[M;80FBNPN1AV,"O8>$OY\2)=K\T]X]7XD:1F,TUXW)/H>_9CX'+-ADK ML\U>W\ F'OZ*N>0-!N8(VHZ6TW'.!38$$LEU@K^KOVD1*/;*7I"<%M7/WB+[FV:AC,8*11]=4*@6TI MSZF&[-5GF*^5M9#<=<$<EL>^UM\F2G>)3KY0.GYC#T-/TCF>?,7U@BGT^0:-M05W-U_2&%'-D(3""K%YX@78BJPT<+&B$9H,/@-&&**[7:D;4E?PW?7^=1E- M0]K5YF9TO5]8FBH.($I/FH>GL8HY#N(X!:7YI*8;01R,IF7*+C6B]_I@.!; M+-L!@)U-):'-]F7/?,6^IK%@7AOJ,UI*.R]RVW"_H=1:%ZA!]^7$U>1O8Z\B,.(2Y.K%]<<7G4" MTZ7[AUM-Y#3N_MUE'J4.%E%>=NM+0NXDL]2.(O9ATNU.B'#.0 M^W6%DY@)D&0>]SW:G\ALC: MSB421>#]1JIC9XH"9;O;/@\;C5U7+7PV<&.U$V=K]HUR#MFEY&_X*)=P5($1;JM+,J4FZF'72JG"T5" YZALKPS1.Q&-SGSGA+$ M>]&&%I"W%B"E2PHFS%%DS]9IG;55:CG!6FKS+56[O =$0?X\W_5_W@!2F#] M+WZ-8EP)_-(+]PV'Z@'C{ V_PI<*>?!V5HYW1Y9.GFJ_A?H-_.?N^I/^]7? M'_2[@]YQI9IZW7[MIYL>U!T3PX&;SVJ^?<'!^MHQW4O0SJ8.FC|O%DT>E2 M!QBNQU^>#))I8(QVK!GX=S+I[?2=60"%!^0S3\T_\7)RD[+!V_$9F9O.W-F,]7Y%/Z:)I+SZD03VN#=6;:@WGR_F_O@IPR7M-G3$A_!FP>T M+C_=8MQT.D Q?O8IQOT9@=VG"^_4H(1^!N!E,*(_$R)F]B +N%18"#U<6?,' M/VH6OME[#0H]]? ZL>=YI;]"C/N#\C'^$>;]U"L_&\|FS5%99>^>B]X.NX,5 MYE,3C *8$_IA:H!,E)<0B\0-5^^76REU!&;9#1SS4WMNDI1]M[C+3)?@4G0&\KX"(>7ET'4D ,.M^ZI;@!,2 MXR>J]+B%B'SP(YE M)ZC8F2Q//3CTFP8R,N2@W&.L:P[3U-'Y(TA#K$#N!!PDJ2 M;3_H#;4N-E4D3#*O;!6M0-_[UWB/7O_U[#WA;%H$D Y5'72<3+L@D*@O*>A6 MAQ'-L-

*YZN7OSP^62P^_?SDR>?/GW_Z$KO)3{/N MXQ//F'RR^?3C\<]_^>[SG^7JT!Q[_V3UTXN/SL?;/DA?RY_\|V^OWZ<3/ TP MGLX789KJ_^;CG^>K-U_/4EBLI/Y#?(!N_$1|!9N/07T+/N#)?_HRSX__]I=' MC];BZ&83?(?E4?W[!W>OKCSR7^-/':9N.5Y@!U.:G3ZI'WKRZVR:<3K'3/^8 MSR;C7)7]+/+$J*-Z?(''[F-);5=R^^?L)?'L_'IY\FN'GOI,/RRV/Z9]@Z9UZR M"NC?=_C2)|| IS!)R\E*1J_I]?E75W0|X,ASB>#)>C'''^Z[+K;**,M.)>!.>6(N)#!=$D! MO;F+B3)C3%?E5@6\G4STI"Q,"?L2Y2YVO@&F3HTG=TNSK_SC_Q9+X\/5U!M)Q -3S>_7IK9.5-^+&8|V7-!QK5H81Y-;7IB//%V_ UQ ECIW4&R00OC 5DB M+!@5>,<-Q& *5SI7&+ Q1;8CV844XF&2HH'HF]\@S2?L2 33GC7^1#-1WU/1&MA&P3!RUB!N48V7.3/)A2@F"|*)]D8SKD0;?$O&6$ MUD89I*41YA! :9>(E'^9Q"M0T$ M%4IA+$7)$N%8&B-"@]DLE+.5'1]A;A:N #@XB@KSDZ?37/|Z\;_+\5F8T)?.MGRY^=#5WWE2SS?X7)$D>9*1]9%!'L59\,%]+GY+3{H)3D3-MB6H=1NP ;4ARU-M/R^^^Z&:ZZ09^;=%=ZN!_P.7%VY,-$QPSZ"DPD#E@!"8,4 K@!9("P'&>(28M^QJL(457#:G26!_-G:=WF)-83$;\$B+4,]%C')B/9,>S(\> ^OB1?+CF6(P5_ M/1C.&_$,*<)]1XUF&FC&B;<=?@KC_.++IYH&I15NY>Y?';&EV)^;'"$Y1V3U M.I./(",(-)G;C(;5UO9T:UA#"KG:,,2U/MHM'E=A/*E.?3GKWI/U>XI\V:T\ MO=<#%@]]>;4#F4K)P6D%&\BD55^0'6]- D 0.K6(.%=YZ/:D;0'''%:@V?'E|!U MU-A?'Q41(RLZ0.;15KQ*Z5(10PLZQA+L2SWXJCWZ7+I8S9-Y[+EWA1EB@"A M'9)LLP>/9.5+((H)D3DK<>W&[+A^>AWXL)=/*X]U=%3:*]S#L$;!T8P0S%W MIG#;"@\TOA"5|5A\|U7QKD;SN!fW08K?7[@-:C9)^P67]],PG1!]KI&AY[J MZ0-Q;Z2#SBIR!&8],4[' ,&'0(RSR+E1(8G6ZKX-S_"UCO:MB M?%-^)S^N#G9DG'2290;9! =*A0Q!8" =YN 5"BV:F[M; 0W/@SZ(#NV$WRXU M$SZ-%/$R_E@M)D9W (8TZ1V>3-$K;Y[WW4\VH8%, ,#0?X'-C-]'YIGYSB ME/>+/67>KC9#8A@*/,!TZ MYBVC]":S(EH&[E@$E94&IPN"IN%EQUU!W=K6_6A<@25G/9P7U_E_H (-|D^?MGHX7IZO|\FDMM*\Q&DX3#7ID@Z5)[!:5PFGJUB"Q!S"((%'T]B(86Y_;ITC?" M&5)VK%=]M%))'POD2!7#1,P!2LR25FBQP0(M.(I@G4^&$V_[6PN'E/'KE0/[MBKR95K>,)WAI7)0.#-<&5!01' T#O'1.:!>40C3BR@;C|N-[A(HRGF%^$;DK3 M:OXTI>5I)1%FBD+';,P81AG%^-3U/6(VL]#X]*T&B#62GD:.BQP@,4V2! M:RMX.[-XY0AF<3&I&@A_*9(83+W[!M2=%(^T<1IS2\':$YVD^'4_'M\T4=[-F%%\NT5*X6OTO%ZM4V>M4YAI,_F!'D^B6I:%*#@]]*Z<=SA;>/UW->7W-VYYV-J9O>_:U|WEMY/F2(K)QAG6M!B?K<\V2,:# MK5X JBCK!4P9G$D,7"(B&,-U=*U;+.^.KD&K\82855Z'KZHAI;7O-JW#PEA>L M_2K]\2RE X3(+5@NC;.A;&9Z:#*^!+&AJECH$EEUN7EOT0U)":VWV1YB!%M>-/M^+I:SE_.NG?X.=FEDS#'-^52JY112A&%C0A&,N)US@ZA?FZ)3MY M%2NICJ01VJ500-3#@LH3VAA5@:Q45%Q)R7-5(I8GUCN>Z_Q3\:U7O;;;%|DN ME(M|FTM"81Z9=9Y!YB74E]7[|U8+)3S$495?..?+NC:["A6SN2X'-<__UJ M>N--2;.-XZKW+G]-L].Y*M$,*_EK6C%PC MZ2]3\VVDZS[N)@MB]E,@:.^\QO6(!SXH!&S+&6OZ;FA_>V0W90W >^U|8#M99MCWPZOQ%U-M^^=;8/00WI^K/|I-?>BN]IT=^F!%9Y MY(G+K+BC-,97*]J4PZDDHA"1U]TO\W]IE#(?*S[T8IE51VLD/XN3KW6:B>JRKZMTX'ZJMEC<79M>$Z">CGKGL^6<5&6DXWE'+$O);\|*P(6)_JOJ HX L3X+1S.?KZ;O)&[7M< M.]'IS\%/U:A|?1%,*_=8$9*U$Z 2;5V@Q9(B#HB2">$M9DHGUM7>^U?<I/MEM/N4XLM+T7KULGV2YGV-^7Y>+Y*I]\LL3}+T_FKZ1E%|*NRM%&LC5+] M.(T"6JK*@[1F P6R2*7$KUKWMJZ/Z0[$<_^R2S?$93:!O0DR./^7Z\#.PN3 M==\C?-&-TX*68OH!@;WZQ[5/KH]_?C_1SEOBO?B23L+T({X+"WQ1"J,%B N= MK(T<9*I'Z.H=83YK# M1"N4SSDW[S&S;RWG/9\.'2[*MY2X]:'^ODN-M]5?&^T(A4SDL-5.'H$$XE:NMFY"26^6#;'Y'T.YGT^[YC.F#I^>AZN^;GFLK>Q5?,#[PXC*X4JL9"OE\T,"" MH%C449/.UBD>BYQ9T0^H$]_#I>.CZ[X.>2@7AHI$T7R*K|[P%1&'(",6.HR%/ M%'WKF')?>NY_:.K#[&BDK(1SR0+M_A:CY,NB$^50:N>HB.MBG76%K!:$!TT MU]I<[<%++%K20CMGFF^&[HWL(QS0.)==-1Z.:ZZ[YD;P+?, ^6_&TMN9>-U98 MK5CKG^11BF23-$5;/EL!RB<#/@8.3&'QY$1Y@;%O=MV";U"MLN+7ZWTU\?! MX?>SLO@<.AS%@)SQVOO#_+]I+3 >PNF.OODSH3;ZM6WB>GH7QI.YR5&CD#GWKH54O'\ZQ*"QFY&*LC+0Z,@D!D8%U)L@&WL-AT9:L^>,;3=6>%-Z5BNI2S[=H81H++ M(KF3D'S-'6 QZ_O. L\"4:J8KY=N?->7IQ66!W!VHQ7'[D5]O7=_NG(JD^*] MU4[> ^W2">3G!67D1NBF)[N(GS\>3)<6)SW%!@JJG(=1ASVO5(ZKAJ!NUC?KG M:H9@?G]&7?B(_UB>1NSJKL/JR2L4\S?+Q7P1IC7'GGT6?@B(;LD.(@?)NG*9 M!*B*EH4'QDUKE^6.$ ^UR#«\|KOG/ OS<1H%QUFQ+D,T*WDH!DZ@!&^BH^E& M\|WYYHVA,EY2Y#5N*N=^[Y5.)S[&$^[KN:^MU!M_W-MLR6D BT+5PU42G/09A$'GHT|>F]:1Z.&HAY1%/R8ECZSOWDDUKE^6.$ _

M;YRjFUSV!!MC(;U$AC0CV4B+GD_@8TH0I37!N(@%6VME3\BGK;Y#\KE$CWV+ MCSD=(@U>D$U=I>(9C;>]C@^"MH^9'ML]":5\-Z'F;#V.2\IB?0^{0X%7A-7ET:?
AAA+07UN414/5,8Y[<7Y^=A^FE2 MW@[?CX=EF,)X?M6]H+J"]*MIB+,,?:D+^.';WQ=NH3%97.(WJ9QW.9(T*:]V^ MA/_+YZQH+,YP)1"R4):64IZ'!&
(WJ.XW1&+^IEZ1GDSB?!ZL51YD%)Y2&0_2 Q'YH'#VT9 M?50N#>AX"MEXEV71FH'TM?A)++)R'"%WI(C(W)6ZW0-[_Z^31R>;0*Q-.J91L6 M>MS "-,:,;O81QQ=(<>
fGZ@7"^X(:=&T#2;.1 Y)KSQ:>0\D)E6N>>K44R!/4 MB6K*UWWO96]C]^C.]Z#GVQ4N3AJ/N@2(#LE/TR@A:NG!*"O1*^.9;UVD>A66 M$]-!$Y,?9,GX]{[^Z6(2-
+*4D+0&BUF#0AUI$JS;,"J1!8PN2O5?+3]#^0I\ MT)TLW^%NW@-H%=C52[ )M$-YGC>PCL;IW(W"QZ2QI_T/,6_<@NBD\S)F6M,8 M_4'.DZU7!RBQT&*:,8(@.0-=:.ET4@2.
[U@5+'X%T.N)H:?N&<\=L.K\I MFG(CX#!:3)0N<46:=("><T[#S9G7)Z2FWQ$!?W0AA+8!3 M\3C;6;GA5?\%],L=]=N0KK6^ :AMO,S')+ *R&'IRH9$37!9N?7;OQ)<$#$R MHR)0S*U
F6S RR1!J.0Z/SL^,B?H7?>&CFMS%N!U_QM\GX]^M2>30"-M++8(;)AK"H_VX&@Y@\0BBY+L+F7KC<=;CS_<$M^0D/MIV3TZM";VL7B/LM6KSD:"3L(;Q2$D2;-BH7G6,Z25
M,7I7;$Y9Q-97;XJG,*H57YL>1&UC[(;>0W6+?@W_/9E>;U%<=F+PUDE)BQ0YH M50JA<:1T@P&$*4)Q>&XJ&U'_B/?_\,FGXATTL&O#VED5S6_AG$9W!J/UP>H& MH!&^RN!'#
[;WY>A22_S-@[S5X/CP6W+M&\FI\O;((:1):Y<%DQ_!- D0=)"")PEO/-/W-M*%YZ"?+!!Q\V=F]D[$DK2_6(WB]FPS'.9L_296VF;[>31X5>\ Q690\J9U&O
MUMJZL^"1>X^N^56;%5!.975N:?$.U0>7P:[_G>+U8=0F 'M%\(^!>Z) O@65 M&\AC?QYZA/,/ I4A*"L< UOW-A4GM#Z*"%(97[L@%'I33D,HCP7W3Z*3;>ER,I&853.P!VX]
[%/$*"W M-?]DC<4ZN 4_32;YC^%H-% 19UK>$B3);K_;R,$'84%[0VX*%N&":IW <_7L MIVT?_$N3FVP[V;$#G[!=U)&_*F_P0[W>/G[,]ER-HA%EY(Y!2"Z$*I$SHSS
MY,R09UN41[1:M69W.9)3X+J!C3LLTZM*OP^IAEG-/P7YO\Y&=7[^C^1U6H= MA%?CMY@NIF1^G#V;TBPW?G^[\LYUF82!$5$7XP7$J&IC;>4@9)? .A5I56-9 MVM;.Z3664U#?
4?#<(3%]7?8C6;&B?U56C^<'C/,!3ZQ@/>^2 ++C@/')BVCF*&6IT(F0.N 1;=:^CL]{Q& M17(:#KI1%9P5C[R111(>52*_RB3K*2[@'B(&A%!0T6HDIP]2N-LZ*
M)SW_=%ECZM96NHS<<)L+R%)S$!C]S3M7"US+4ANI2MT\G-@\Y]%JZ315S>JR M.GWH.99R.XM&,I_OWD478_;9T1+M=&V@X\%[BF12\,IJFVA1:'[!_3: IS^_
MZL3V_2RCG:W>H^#%YUX/MQO0W&KX,'O^Z6$_B#J"FV&,.,%#% Q2+ 3,.P$A*0=QT=B$RQ+U M1AA#5X8#]7B_$Q=')F[>_7X'3K'@A:+7&N9INQ0(X
MGC1%VE8;89QDJO6%L;6 OBFI(6&]YZ,K2#%)7S)S0#$314Z:(,7D"PB;L(T. M:$1!7:)D"8QORME;G Z'3'>VCS[O +^;W*IO?E4#_"!V>A9)_2'-!SEDR;/2
M8+.O[5F5A*"'"!8^6>\M,#,FU/D'?%>SAM==U.^,PI/5(QM@8>*W]G0:,::$2 MP746$TVFR4((3D%ANB:5"*.Q=2[NEA-/KZP#D;^SY+9GKL,R^'<KQ-4'K1]^&R;R+.WP3O(BA50
6G93L*"'R4;&K+4O)TK883VP2ZTK1 M$TK]4O\]]&A+WFH5LC6%PB=DJC;LD_6"<0DTYY$7Y#+*UJOC5@ /+Z;^?,\HKNW).I2R MKMZUA^;YG-WOV3.B)UY,0K EUKK1&B'
MFEZH""J/:C7'N\]H5;UU-Z-I"T#(3.R%PBD_701PB<;Y!,>"^]L[IYG9O]-M41^)*GL)9?*D+!]N15YEOT%|:55" \G5-F'2.G)4D@)M2U&A!*U-ZZS'+2$>
MB0(/O"HW(:Q#ZN(*]W=0L#@7;8UHZA583HZ#]T8"CW7W1T=ML;6.5D Y<;VT M(&!E*N)ATL]^"],.0O<1&Z>9/?CLY-ZNG+/]/H M@CZ\IJG67=R+RS¥P#U,[;H)2E[GBVF?
0(=5F@MY L-Q"EH(5JP)7HK7OT0I[MNS2T/1%=)L58]6GVQ3+1W[S[3\?!SFBZMJHAE%SHY+0*S"UDXB%S52O1%H-'6 M6FDVD? C%5>6/OSI\|\.+X1)2T(;U^5Y
.COP_G9&QPM1C\[&WYX-WE)!M_ MNCK]VP1JPTI-6\(]?/VF!H2NDT<'-IY80(I9SK1A4++]OJ_T$$/,$ M/)2-'
MJS?;!/X2A+.F"-33ZF8;$AKKY<79$,O+/VGBK1/PJU"&":=7Y_Z,Z^!UEH1(:MT!^"PMJ8HP/FT/*8.0MQHP.G1[2Q!L)A*TIU16W2WN8=3K_O9E)IYH7CT=<|
M,P.*U>+5#A&8,29H%K3TK7-2CRP[_\F\D_T)Z;#KWB5;;.9,Q?4OA>.OY3$_4(>0N#2@'26WFZO WB7''7!>!\1"R;!U9? O1(=;)>X?G6RW MH;:#7=-G\8]B,:-1H+@E:R59P&=6
#.S4A@6R&S?TJ[!U5(=1 N@5Q;H%J+732JG2NAE $^'''5^=1;+@>GO0. MRGWT/5_UFO]&8UIT^MYL9@8?IQ."P[G%U.<#8(TFJ*J#,X+ MBO)#X! 9F1ME,C)
(BZ*TSDWJ.Z*O5.M')).5SD#S$]U;Q2YG#0YRUWY "K@R\^8O&N=5;U.CSMCE>7/(7|-MH5M?76Y.*.LX91UE71C3]I:M,+4YCJP;7SZ!M=DYC98!UWIY/=IB]3WHW[2"_18T
M/$E!\DT ?]M@OS65VU>PWX&')Q%,B.(*]AWU!HEL0#!9P7(C:)(/OJ*_=L.?I3T&Z_#^1T,B M'YZ,-66A1U<=',.TC CALWQ.II[-+W!Y#P%*11X M @C*4C@6K-"@0U%%@JL-\=
(WZQ>0\#1>+=^\% MN?Y#^O3%%^^F83PK.%GH?$;+@D?Y%^^-^F83PK.%GH?$;+@D?Y%IUM7JA[&WPG M**;FM'28HZX..6?O\E>BO@:/LY^FDQEY?2:F15!5?AB$.1XM3?
5KW+^JW!DI+(8LTM912K>R0/#A! MGAM/%KF0P2C3^A+K?HA/2%H'I*Y#U8)GY[4'W[^NLD%HY0WC\,XPF?T:LQG M T.O@N-NT9?
3T:P9ZU5\S#7G2*+.AJGF[976(SHAX30T?8<.2LME7=TSFD?O M"/Q:U9\&Y/Z;8'FD2511') Y(VO$ HIXX@KIGSKTK$[P#PA"?4F:64WIAT/-MBQ[:807;[3\4&FWQY^
M7@YE_(=Z,1WFH5LC6%PQ)K%F&%"T.'&1(HF;$>]HLE8I*G"0_O[C(M1+;6-7Z MCMSFZ$Y 19TI>2@>>>X!,59OF9^_,\.5L/CROZ'\,P^E_A=$%??OG3._"L PQ
M7RL87S;CW1V6_S#6Y_8)N.S&ZP.F:,`>$A,E!3-C'&Q$#SVK52T"KI-:V2 M-J?L@K?(5@I>;;XE^D1FHV^AD
M[PS4;4@Y]@54](23RI&WF6@8RAH!T>](S[>*OI0@A>D5(7RI&:A,T;]A!NHV M-#Q)0N$F +]EH&Y-Y=:9A;OP\"2"(2?*:8\64N'"*',U _FSMR.@3,RDRE6/S M+K%?
5@9J7YUL8_[.&:C(),ZTF"B-G%.46=85836^KMP8IAM"@[M':,L.F "25$M^6K9@S=..@)8ZB9{5&:O7!9<('(SH**;.QA8^(^B,7]OWC@5?S M,YR^.POCGR:3 ,.=P-!DPS"SXB
9[6@V8!Y"S F<3)AS3E&$UD5SK9@S'[S^_=EPXD3(]$*ZVJDLN0DRUN357,>L<3&#BP!I]!/(WW78E M^3"Y%[N[Q37-:,#R_]8.!%ZB5,P(XI_>3 CP#S@H$M]]$R;1\(_84WPXHA-0
M^.!%2WS#Y8_17;.^72T?Y&\X'UF-B%-"],)8LKA*]KRP5\$62AZNE")(8OS'-MAO)-RDW)7IF0B78<$?)]/S MT"/1X!!8NV8?'-S8C5(2?
JQVP%^&'Q]&\S=O8E:6910,N%:!HOA:;B#2ZZBM M3<:@$[YY;N4FN Z>HF""\3(E_0GV<%3K.&-,U!$R::(R)-O(;P<:XI"<]W1
MG;JP+3G'GJJ02Y$67D1=$R@Q:"90A1:^6U]ED*_RU587?Z-TQ5V(:&)SEY MW@3@MU2%K:G<^@AZ%QZ>)E6A.&M*C/7VJJCWL0,$9S@8);D4G.50#C&Q'&^J
M0E^=:&/^SJD*ABL18M1@0U*URKZF,7($G8LJRF)!S1]QY;^45(5MC+XF56$;.MBW4XT5WC<3W_]&OX[\GTQ2B0'\J*C4H4J08+1==*W8+18IB2AA"3TDDRQTOK M.C=;P/LJ?
(I>='6X +P&Z@W06J'T1-H';R>O8$NK3^"#=]J-]<8LUXZ^"E; O; M2RE,M QR%+H>]EGPD==744O!$EHI#KC[<#B9/>+!'*O*MJ&K@[JNZDIA?H?I
M;#P$3=Y_>E,;P<\^C^)\ZE27?X?D#?B"'%U%ZT-$E7I?+SK.^J(<(L/J3%TI MG?3CHX-7I6X,.IZ'Z3IFS\9Y\44=]S4XSURPNMZ#=[G>/UTTI9(22I!!91EM M.9Z_N1.0:4NE'1?
=5JW1,D-<[^7S@55.&>OKZ&NB.UMDI'-!3&+AEA%"TWJ# M>!-<1R6;-MO#S>GHT6KK"L@:8_P=ZUR(^=E'G(;W>'[X,]_^9UJQ Q1>+"@N M"P0DN2?!?)'6D.:;=]C:
^\)2NQ@!\VN3= ,6HS'%_CSN%R?+=Z<8%[H.U\ MBN%\MOL!['_;,'0PN^?@&AVH_C"1*&I5PEC(0@FP0O!2@S, M8/.[>OP',J M*D.'CC5K0S^U
>AM0_ZZ^DD7Z3Y[^E,G'X&+!4HK8R/-^I.G\LF<_U?9D.U(G#8W;T)6^A;=Z^%> (M9E>1PR:@MME5W(SYAT .NV?8AJ.'A#3KD#X'!!2D-
2)JTLVJ,E[^6XKL"XDBG&B0FTDN316'004S:02-0A MT!J5?/,*/KAN,*,U]'<"N#^QY-Q?O.Q]QJX&>]LYIXRC90,P,EH_+"WJ M41D!7CJD=].7F%IO_6X ZU
;)_WT\O!HLBT73[V9^1S+!CU-XVO'707 5UA40GKFL-!;# ,.D*2#(2;(V"X MDKHUFJ#DO@4R7P'(ZU):O@#B;OL$OUZV2,GWX-TW_@_;>+<;X>'+-9&%44 M&!\$*,.MQ,P51&
<$TS$$'UO7A%J.Y"L210.J.LP.O[!]1S'R[&+ZZ<8MO$(F MH[/)* E&U!Z33';,,,%3 $9U4/BOO6F[GK4;S%0FE$24];DM<;YH__3YK_]S MB%-ZR-FG7%VJVZV*EMQ'XSQ[BO3D)V
1LKYLVVP!JHGLV'1A?);IN=/5(5=X*M&8V2D'3 M::AI]ZK8+`LZ1F^:2M)I>07KM6F\)'8&V'KM<?SA8CY;6(!? MW^'(+@-M-LS0MQ80VI:+V6:(UP1I3L@MG4#T#5PGB
1N1^1JR2S)PL];B?;IGA MQRG^\P+'Z=-B.G61:?+A;3I=%+R448*OQSI9T#5^[()Q /ZR/?@/;EGW(;.#7R7%KP?-->2: M?* X5Q#[W7IR^E%85#&PUMT:-\%U',[-7H1N$B;MPT:?
TCSWL[$NRRY(%LEM-MDV"0_#E5:B)HKMV,D[=H63@M!S'D]7BV5\@#^L4/"V[^1:]IF,21FKC4(&Q M)H+R(D'P7(QNM!(3$RV0]F,(U?]X^5\CENHVY#:(X-CQUH ;]^
M_*T18P!=_QU S;3=53MG<RQ.RT1.COMDSF6 3F\W_5TW-[/AB;F X>V0N< MU\KK]&MUY#_@A\EL.+_>"+.HM:HM*'(,H SJL2@D8Z34(EA96&H=[:V!\S4K
MIQ%)C2NEOIA,/TRF!.JW"0$C(IV*H^'EM9WK% 3%98C.6#"D;$*7##A)7RHK MK$@N%)OOW59=6CSU\2=]A>KH0$&'<_O%_9?G(?T#\X,$E9R5<\DHB P.*,4R M4/S)
(4G4R;1$XVX=]IV!\Q5*]#5)'7:V?W_[T^0C3L<+/^\]TN!Q=C=8ODZ- MBUER30Z?\)G4G80&'Y4"3#Q@2)$C:WVZNBFVKUA97>CKL!&Q/#_OYM[?<%8O M)EU,<<
%RH!Q:4L."A=!^N"3U&(D+QN?7E!8W"'%)KA+J'U8:A'-;MI MAKBWM7?]RNGS,*O%+)(U+1#@:,:0)E*-@P#'&(423DB2P.K8N0KXMQE,65E>^ M&KO)
[V"]>E<>OC(#8PKS40N(M?ZH8O22Q&PSB,19\:)FD><-G/(66$Y1 M5T_"4P_/??U[D=+%^<6H=F+[:3]9S>[>GG^.93+%6CV!;(9,Z03&Z=]:-55' M4@K0U@N5',W&JO4MHB;
3U&93]=LA\@UT'4H@XW@Z#01O.4!20=ZXTK5W>-.MG056M'2*9VZ/1DYW@'^39TMF.P04JXUT=SB#@JYDI">;G_QM NR4)=.>F8?RL8=.H:XZU_^"X5QZ'H',HD!A"N -(A0*
M4SAC47O=VU5Z!.(I2ZHG6P_%Y0Y8M>XW>BG"?/BQ<0VZ!Q_;L:+<^B$\27TX M+K2V15@0GF(RI44[%\8$Z L+(2:NFGL'1UD"<;
MDE0Q!M\\O>]+K0^WC5YV]0^W#1?'4A^NCNM^EIG0/BL> +4BET\63F8J#+1V MS J-*$7K(^N'"(XY27DKGI?H:][=VF2=QO1[1.1&^#JE&N\"M/3Y WOR[E. M">QI\$,*PF?
G+)9#B9+C*M?KA P22[+K3#//=)U8K4GM% K0$G; "F$W)1HI%BDP.U59___M!#6XFUA_TMAT'<[J?YF,WY-W?UX'?!-A+1M+A%28(=T*12&YBL9!L*.0;1.6
M,6CF8NL,CV4X3G65W]OF'$Z@*2TUDR:6*%L7*CND"!Y9WP^E@6VLW('[6PO5 MU0J%+H@D/=($5RO!.L7 \4Q?.EJB=$9/@VR]D7(?Q.$]@!;L/.C8LH]I>Y;B
M65^[BD>978@*C';DQGI.]6*]719X8#PS'G7S.KA??H"'?1R$#KP-[59',A:XG+U!H3,A)\ \F$UZ%-D/P*4-Q:+*W*4G>>>KO["+35 MID#AX.2U#4L"E!X7?DL9$_+;G# 9.Y>YTE#C
K!LAKV"\WIXWH)Z,NK/[<5 MD5O4G]N&A;Y>T;(,5 ,Q$R#S31&J_7*SJ;,FD) MfQ:*?8'UY[HK9PLZ#N4=_S893^\5/>-2A>A=!,FRJ7.O ,?10= NEB@\,G,(MU2R!=APNSEZT;N(+
I\E)!R?G[@'7CR'5.UD7X_D@HLN8F019A*M%A6GLS"/Y M8E85)P09ID?*T#(LQYI-N&_&T-[V!W0>^.YJV_.SE -OP[O7X>]=HT')GIEZ M[E'0U!*=GD-@+H$4UDAC6#0W?<-16
Q\$;#V?BV!)U'E M-P!'NP5N" ,:+7TTE"S+,?R6X5Y3HKU?$-O%4V5$<6;2@H:E,X6O.$%7,R*^=J9 M(!6>_,;%>,H:Z\K7RENS!fE^=&W$RW#OO.WMI&V?VO'RTEX&>)*[
M3XT>W=VFP)&I6OU=U?K]BBD$7XH-MHZ4KC&>E[&$7WB. ^V[2-7G;YV!0-%\=RMVE5&>T0BQ0A&W(-$W<02:(C'O M++%V.J63-6B<_?X&M&+9B?,-6#-
M8_M@+VV\REF^M&%;MT;<02,*![NP>^R* MK;\M.N;!&%?7B% @V,# ,DMC156R:!U@'+]2=VS%<#1"W8;4#@)=5U8YU -!) M(8/,=
"5)/DDWM12,L4E:Z+2QC76V G6OMZ*YRUJ7V1#4L/3J$TKNS/R9V/F M**1%]2IX TXG#8$*>E0R(_VD=#TJRBNOXLZ.E#088+Y_>V[Z>*<_=,#Z;J0 M/2LJ0*407DEP+F8@6
Y+P+G-K1>SU:C^0H%U)BB#D=3&Y=FET5'$8P#4P0M MYP5)Y%$E$*)8B4P&*,Y5UG\"876@[W#'2N4RG+Y,O?-U;6Q3Z8MDJ9#F@R2# MB2&9VN.;7A%.
<7:0O8*U7F>7F0JF[OX]H7NMWMY,1G/ MA^.+R<5L^2A^P=GLW5D8<_$K_>89F5$(3%P8<@:M!%4;=\4HZS&'X=QS4V0] MAU'ECB-XFHH2AU'/5ONW7:GO5'YF]H%%[5\#
(/LI%:%.2!'1H-RDM72]O8$%\XI M'C:&Y("CR M=F1U?(JR2;'C=F_O#>CPTGYBP75U@?=1R]&]"O?=HON#8RGE;!69O>9**C2Q MIN06B+14%8/6!}^ZYE/7 7U[%8Y%+4?B4]\?
E<^!!$TQ.P%&5='6F;IY0[U M/;X'8%;T*&.Z)^QOLCXL\RN]\N89NW5DNV?>WO[7C3)H5P)]E E;/=Y7Y3)3 M_|>0AJ/A_-.-%ZQ4LMYE#WS1VM0@A|
IB$HQR>@*R\]TSGQ="VCO^Y9+/OPR MPT[&+*V]?5%LIB#1;DG"1 '&\!ZF=XI]SUA/12C""RFIMQ_V#VY5-[']PLN;M+
M:U$Z4]U.6;O^!D;F<8L^]QXLTQ&SCL[XU@DUQU2UMQ'#F]3]W<;2ARO/N@FJ MK[56[U:,;5:G=1=S'TX,03"'='1> SM46S=D1.DM39QQGU1-"_C<.RU>CMH
M8!LKJ^#'-M-B NC^CY("@3 M(_,$,2S*?@I.KJGH+UD?&;C8ZS'SEJ;R:KU:\,/&8!C| MN!T.\1_6#Y8\226D H6086#32^)@V+&LIT?'6]\"-MC3S/F3O9IH.L %-^9R_A+
{8V"U95ZD^2N86C%(OJ_;EZNUU.]AZ.XO_Q4VEFH#(6E!8Z+%QW&$$"M Q8Q+FJ'! MUBO[X'>O&>BH0I-$@ MD\;(C.?0/)E]++:##+_K[9=AP3A[./?"6_AX4B;;5/%%
M#HH+#=&$>OZ!KFB+VJ8>%4^.N<-F%QUL8^>&_*M$XE%&NN9@TS+&ODC.8%7 MR&FMBM9[)8V(]_9SO!0.FUM9?Y,.F]N8KH.F4 -+FTJKR5
M1DNE,ACNYMC\H0U@U@%]SI5 +GQN?8[/>'KZ]]-&5A6G>&.!3[CYR\'XS\;4S<@_3)^?EDO.#U[.KTF':Q5**OC>]=!U6B M@I@4+9E*9\62LQ9;NU(/43Q!RMV>W-
RG>C_#-CQ2G4WG@^5>^T+/Z'Q,25G"M(DC/2GEPVF=-'AD/6802-GK'Z3&WJ*:O;FA>C^"DUO]&QFYX6K8:U972-\&U MS7*_DQB>8K%OR=>C$MC#V VG_D?
O92&CEP)!)!]!U3L&06<.Q24G78@BQ8UV MJ8Y.!"O6_*?0P#8V;IQQ]^H#CG\-TW_@_/7U?'=]/2#'X*75(&Q,M?6VA.BY M Y2"FURTIV]MD'"W\@&'6]3;VG_2VGBM5_?
JLSP4[\7\;#*M-8 NC^CY("@3 M(_,$,2S*?@I.KJGH+UD?&;C8ZS'SEJ;R:KU:\,/&8!C| MN!T.\1_6#Y8\226D H6086#32^)@V+&LIT?'6]\"-MC3S/F3O9IH.L %-^9R_A+
T!CS7P/GA/31VOA= M.JO=@O9?872!U\CJ$X/5@L/Q^YNI[^9WBS=!ZP276L6:)DB3($V)%%1C/9"S M,<@0D*-IOM>|*]H3E->!J#M(@^*;/L:O)/(R6_]+G M')2=SUV:,;O5&6T?
8S0ZSWU))IU\0KQLI80+@3_ \6RT^*#%8?X,3)/WXZK& MUS@=3A8SX*WW(.J2O#$.2O$,5'$1R(M*M20QIL(JCZKUHM1X'"M/Q) ,+JK5-8*@M4%"M?%6\EHLFF=]=9E((H:],:Q !\$
QTY63M+753]O,Z5<)YJ M_P(M/(@.[0-9QW"!\70KG:5-@'7Z=1\+,"G.4!O1N-F\MB#@X,+108G(^<6 MM"$'7F69ZZ&B!%^<\|@I5ZEU_/,$ GGDC/U]|+&-Z;L2>N-
.WSM1#-0'1)UV8A-XGDTK].](>2KH!W(8$R M6G,A"V>^=1N%C8"=DEC:,]&CZ^%EI':UA[QJ]V] PG4R" G9U8I'S'&(EC1N MM7=N-S9 =7C#'M(73@;V5OLV!MN-
_"]/+UZ3U7ON##^ZZD;Y^&(UV MR5=HCYX\?K^859Y_NOF5U^'3HD#8'V&:,QT0)1,98QR8D11#12; .,23?ER,/ M#"/+L;7/L#]=GOACV*9K0)SN8/%$X.
.D#)*M+Z8#AX422P(,AVH6C&F]^' M:07^4'O>!U;IZFWN0Y}]+%O;KT=A7,O(+39,A,[::$P@E"5?P_H(Y,$P$":1 MPZIB\LVO%M]^_M-O7A]4 9-
&3'2(}^Q7'FYFZ#IM"5]%\G3[$'OSLP*BO*